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MARVEL® COMICS GROUP

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WHAT IF™ THE AVENGERS®

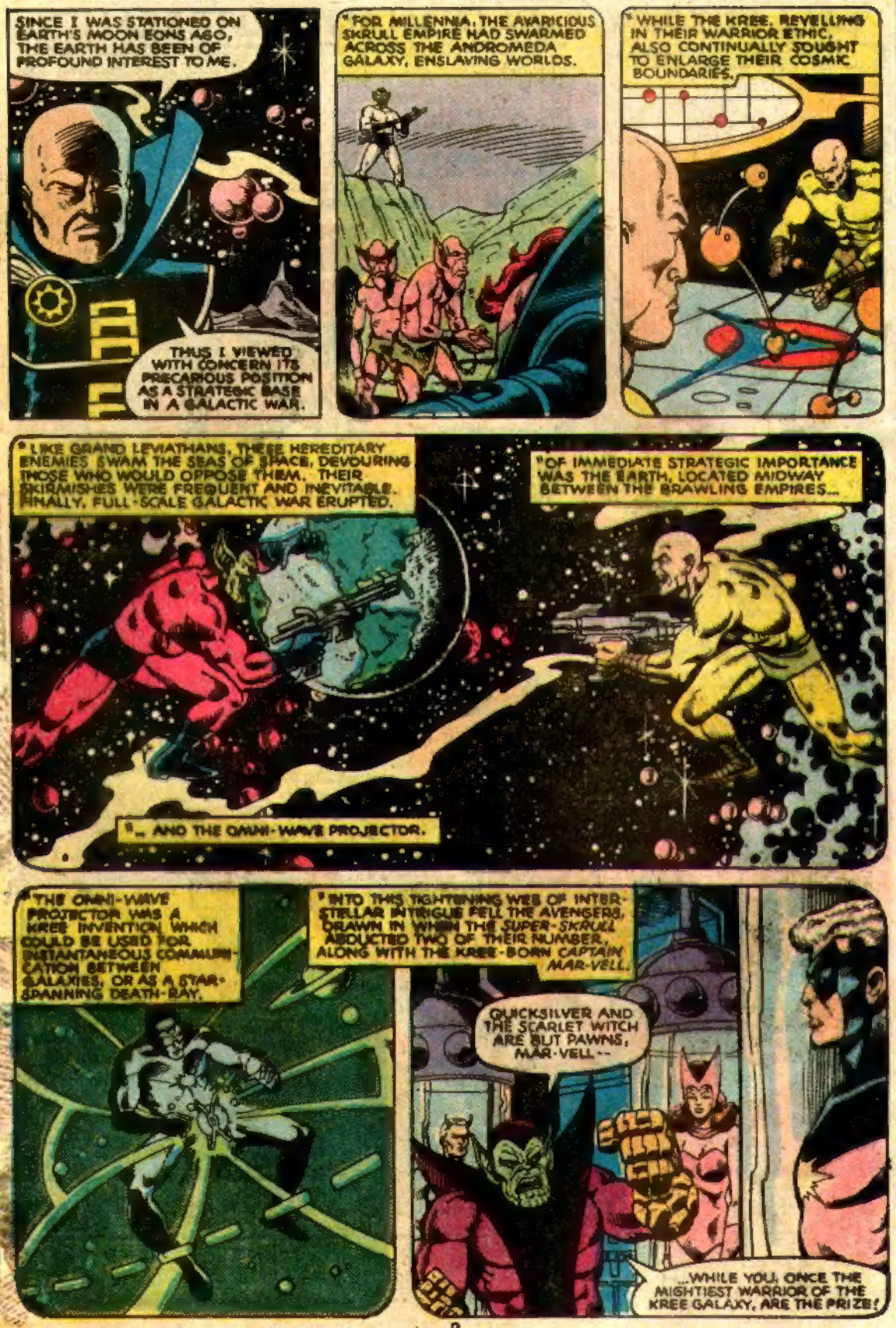
FOUGHT THE KREE–SKRULL WAR WITHOUT *RICK JONES*?

BECAUSE *HE* IS SLAIN... THE *REST* OF HUMANITY MUST *ALSO* PERISH!

STAN LEE PRESENTS: A STUNNING SAGA OF AN ALTERNATE REALITY!

TOM DeFALCO SCRIPT ✶ ALAN KUPPERBERG LAYOUTS ✶ BRUCE PATTERSON INKS ✶ TOM ORZ: LETTERS CARL G.: COLORS ✶ O'NEIL & GRUENWALD EDITORS ✶ JIM SHOOTER ED.-IN-CHIEF

WHAT IF?™ Vol. 1, No. 20, April, 1980 Issue. Published by MARVEL COMICS GROUP, James E. Galton, President, Stan Lee, Publisher. OFFICE OF PUBLICATION: 575 MADISON AVENUE, NEW YORK, N.Y. 10022. SECOND CLASS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published bi-monthly. Copyright © 1980 by Marvel Comics Group, a division of Cadence Industries Corporation. All rights reserved. Price 75¢ per copy in the U.S. and Canada. Subscription rate $9.00 for 12 issues. Canada, $10.00. Foreign, $11.00. Printed in the U.S.A. No similarity between any of the names, characters, persons and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AVENGERS (including all prominent characters featured in the issue) and the distinctive likenesses thereof, are trademarks of the MARVEL COMICS GROUP.


SINCE I WAS STATIONED ON EARTH'S MOON EONS AGO, THE EARTH HAS BEEN OF PROFOUND INTEREST TO ME.
THUS I VIEWED WITH CONCERN ITS PRECARIOUS POSITION AS A STRATEGIC BASE IN A GALACTIC WAR.
"FOR MILLENNIA, THE AVARICIOUS SKRULL EMPIRE HAD SWARMED ACROSS THE ANDROMEDA GALAXY, ENSLAVING WORLDS.
"WHILE THE KREE, REVELLING IN THEIR WARRIOR ETHIC, ALSO CONTINUALLY SOUGHT TO ENLARGE THEIR COSMIC BOUNDARIES,
"LIKE GRAND LEVIATHANS, THESE HEREDITARY ENEMIES SWAM THE SEAS OF SPACE, DEVOURING THOSE WHO WOULD OPPOSE THEM. THEIR SKIRMISHES WERE FREQUENT AND INEVITABLE. FINALLY, FULL-SCALE GALACTIC WAR ERUPTED.
"OF IMMEDIATE STRATEGIC IMPORTANCE WAS THE EARTH, LOCATED MIDWAY BETWEEN THE BRAWLING EMPIRES...
"... AND THE OMNI-WAVE PROJECTOR.
"THE OMNI-WAVE PROJECTOR WAS A KREE INVENTION WHICH COULD BE USED FOR INSTANTANEOUS COMMUNICATION BETWEEN GALAXIES, OR AS A STAR-SPANNING DEATH-RAY.
"INTO THIS TIGHTENING WEB OF INTERSTELLAR INTRIGUE FELL THE AVENGERS, DRAWN IN WHEN THE SUPER-SKRULL ABDUCTED TWO OF THEIR NUMBER, ALONG WITH THE KREE-BORN CAPTAIN MAR-VELL.
QUICKSILVER AND THE SCARLET WITCH ARE BUT PAWNS, MAR-VELL--
...WHILE YOU, ONCE THE MIGHTIEST WARRIOR OF THE KREE GALAXY, ARE THE PRIZE!

THE SKRULLS WANT TACTICAL INFORMATION. BUT CAN I, A KREE EXILE, BETRAY MY HOME-WORLD EVEN THOUGH THE PRICE OF MY SILENCE IS...
...THE DEATH OF THE EARTH???
"MAR-VELL PONDERED HIS DILEMMA. WHILE ON THE SKRULL THRONEWORLD...
FATHER, PLEASE STOP THIS BLOODSHED!
SILENCE, ANELLE. THE EARTH AND KREE MUST FALL TO SKRULLIAN DOMINATION!
"AS THIS COSMIC WAR MOVED NEARER TO CONFLAGRATION, ANOTHER PAWN WAS CAPTURED...
SOME HELP I AM TO THE AVENGERS...
...RICK JONES, BOY HOSTAGE!
"AFTER APPROPRIATING A SPACE CRUISER, THE AVENGERS HAD STREAKED IN SEARCH OF THEIR MISSING COMPANIONS, TO DISCOVER...
SKRULL STARSHIPS— THOUSANDS OF THEM!
"AND EVEN AS THE BRAVE AVENGERS ENGAGED THE IMPERIAL ARMADA, RICK JONES WAS USHERED INTO THE PRESENCE OF-- THE SUPREME INTELLIGENCE, AN ORGANISM COMPOSED OF THE GREATEST MINDS IN KREE HISTORY, PRESERVED AFTER CORPOREAL DEATH.
FAR OUT!
"USING THE POWERS AT ITS COMMAND--
"--THE SUPREME INTELLIGENCE STIMULATED RICK'S MIND TO UNLEASH THE DORMANT CEREBRAL ENERGY PRESENT IN ALL MEN OF EARTH--
"--ENERGY CAPABLE OF MATERIALIZING A HOST OF CHILDHOOD HEROES TO BATTLE THE KREE--

--MENTAL ENERGY CAPABLE OF IMMOBILIZING THE ENTIRE ARMIES OF THE KREE AND THE SKRULLS...

RICK USED HIS OVERWHELMING ALBEIT TEMPORARY POWER TO DO JUST THAT, ENDING THE WAR!

SO IT HAPPENED IN *YOUR* REALITY.

YET THERE ARE OTHER REALITIES -- WORLDS WHICH ACTUALIZE OTHER POSSIBILITIES -- ALTERNATE REALMS WHICH DIVERGE FROM ONE ANOTHER AT CERTAIN CRITICAL INSTANTS.

"ONE SUCH INSTANT OCCURRED AS THE CAPTURED RICK JONES WAS FIRST BROUGHT BEFORE RONAN, THE USURPER OF THE KREE EMPIRE!

THIS IS WHAT YOU BRING FROM EARTH?

YOU'RE WELCOME TO THROW ME BACK!

"NOTING A CARELESS GUARD, RICK SPRANG INTO ACTION...

I HAVE SEEN THIS EARTH-SPAWN BEFORE -- AIDING THE AVENGERS!

CHECK, CHROME-DOME!

AND, THIS EARTH-SPAWN DON'T DIG BEIN' LEANED ON!

THERE! IF THAT DON'T MAKE MY POINT, NOTHING EVER --

--WRA.

IMPUDENT YOUNG SAVAGE!

KWAK!

YOU POSSESS A CERTAIN RUDIMENTARY COURAGE, WHELP. IN OUR REGIMENTED SOCIETY -- BY MY OWN DECREE -- WE SEE LITTLE OF THAT COMMODITY.

IT IS MY WILL THAT YOU LIVE -- TO BE MY BODY-SLAVE.

*THUS WAS THIS PIVOTAL SCENE PLAYED IN YOUR UNIVERSE.

*HOWEVER, MANY WERE THE EMOTIONS FLASHING THROUGH RONAN'S MIND AS THE YOUNG EARTHLING FUTILELY ATTACKED HIM. ALL IT TAKES IS A SINGLE IMPULSE UNSUPRESSED TO CHANGE THE FUTURE FROM THE ONE YOU MAY HAVE ALREADY SEEN. *

COURAGE -- WE SEE LITTLE OF THAT COMMODITY.

IT IS MY WILL THAT--

*AVENGERS #89-97--D&M.

-- WE SEE IT NO MORE!

DIE, EARTHSPAWN!

NOW, WE MUST DELAY NO LONGER. SEND FORTH OUR BATTLESHIPS TO SECURE THE EARTH-- OR DECIMATE IT!

*AND, EVEN AS THE PROUD KREE FLEET BREAKS THE ATMOSPHERE--

*-- ACROSS THE COSMOS, THE IMPERIAL SKRULL ARMADA HAS BEEN STORMED BY--

EARTHLINGS! ONE STAR CRUISER--AND THEY DARED BOARD US!

YET, TO WHERE HAVE THE ALIENS VANISHED?

EH--?

YOU CALLED, GREEN-EYES?

KALANG!

LIST, YE HERALDS OF HATRED AND HOLOCAUST. WE FOUR BE BUT THE MEEKEST HARBINGERS OF THOSE WHO FOLLOW.

TURN BACK THINE ARMADA-- OR FACE THE WRATH OF AN EARTH AROUSED!

KEEP SHOVELLING, THOR! OUR ONLY CHANCE IS TO BLUFF 'EM!

"BUT, BEFORE THE SKRULL COULD RESPOND...
COMMANDANT, I SHALL DEAL WITH THESE FREAKISH SAVAGES--PERSONALLY.
MAJESTY! BY ALL MEANS!
AVENGERS, TO SAVE THOSE CALLED QUICKSILVER AND THE SCARLET WITCH, THE KREE-MAN MAR-VELL HAS CONSENTED TO AID THE SKRULL WAR EFFORT.
EARTH BETRAYED--CAN IT BE?
WAIT, THOR! LOOK TO THE VIEW-SCREEN--
"--MAR-VELL HAS BROKEN FREE OF HIS SKRULLIAN CAPTORS!"
NO KREE-SCUM CAN HARM US. HOWEVER, COMMANDER, EXECUTE PLAN "DELTA"!
AT ONCE, MAJESTY!
"THE AVENGERS SEIZED THAT CHAOTIC MOMENT TO TRANSFORM THE SKRULL COMMAND CENTER INTO A BLAZING BATTLEFIELD. WHILE ON HALA, HOMEWORLD OF THE KREE...
THIS EARTH-CARRION DISGUSTS ME!
SILENCE, BUN-DALL! EVEN THIS PRIMITIVE LIFEFORM CAN AID OUR EMPIRE!
POSSIBLY, IF OUR CHEMICAL RECLAMATION CENTER CAN... CAN... CAN...
BUN-DALL...
...WHAT IS... WRONG...?
"SECONDS PASS. THEN, WITH THE SPASMODIC CLUMSINESS OF A STRINGED PUPPET, THE TRANSFERRAL OF RICK JONES' BODY WAS RESUMED...

"--BUT, THE NOXIOUS RECLAMATION VATS WOULD FEED ON OTHER FODDER-- FOR THE BOY WAS DRAGGED DOWN TWISTING CORRIDORS, PAST BLANK-EYED SENTRIES, AND BOLTED DOORS-- TO THE VERY DEPTHS OF THE KREE CITADEL AND THE PRESENCE OF THE *SUPREME INTELLIGENCE!*

WELL DONE, MY UNWILLING ASSOCIATES.

GO NOW-- CLEANSED OF THE MEMORY OF THIS ACTION--

--WHILE I SEEK TO SALVAGE MY MOST PRECIOUS PAWN IN THIS GAME OF GALAXIES!

"THE SUPREMOR PROBES THE EARTHMAN'S STILL FORM, TO FIND...

I CAN PRESERVE THE BODY, BUT HIS MIND IS FOREVER LOST!

THE BOY, RICK JONES, IS DEAD! WITH HIM, DIES MY FINAL GAMBIT!

"MEANWHILE, AT THE SKRULL FLAGSHIP...

SPEAK, COMMANDER! TELL ME OF THIS PLAN "DELTA"--

KRAK!

-- BEFORE I SHRED YOU AS EASILY AS I DO YOUR HELMET!

SPEAK! WHERE IS THE SCARLET WITCH? WHERE? **WHERE?**

HOLD, AVENGER! LET THE COOL BREATH OF LOGIC CALM THY FEVERED SENSES!

RIGHT! HE CAN'T TELL US ANYTHING IF HE'S DEAD. BESIDES, I THINK HE WAS JUST GETTING READY TO TALK--

I SHALL--

--BECAUSE IT WILL DO YOU NO GOOD! ALREADY AN ETHERCRAFT HAS LAUNCHED! ITS DESTINATION, EARTH -- ITS CARGO, A NUCLEAR WARHEAD!

GOOD LORD!

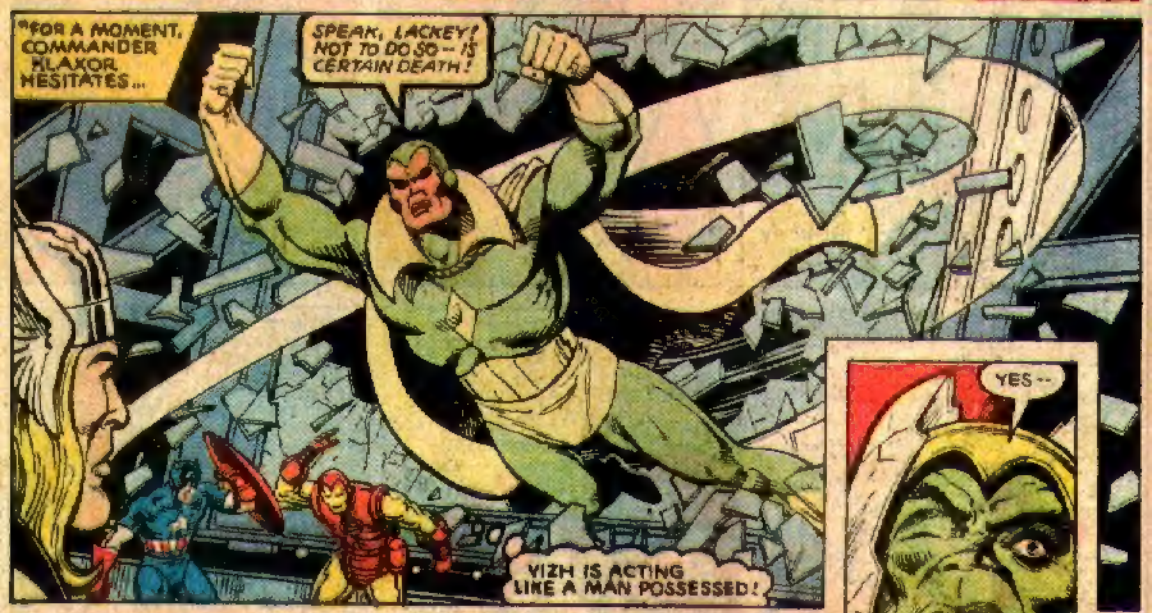
"HOVERING OUTSIDE THE FLAGSHIP, IN A ONE-MAN FLYER, WAS THE AVENGER CALLED GOLIATH. TO HIM FELL THE UNENVIABLE DUTY TO--

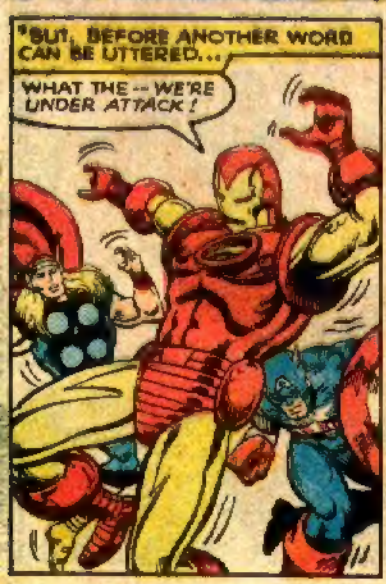
STOP THAT CRAFT-- AT ANY COST!

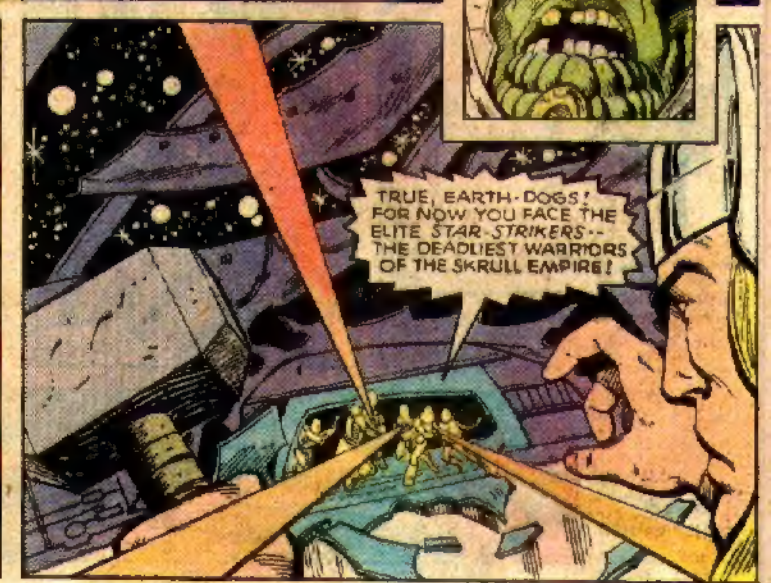
I READ YA, CAP!

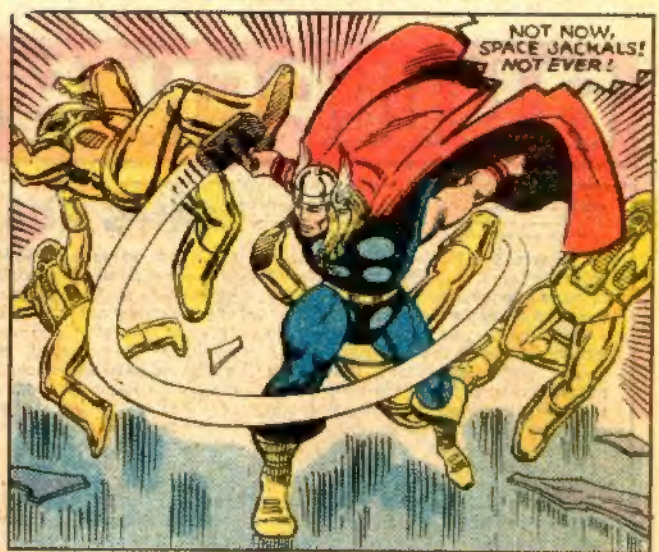
'TIS GOLIATH ALONE WHO NOW SHOULDERS THE BURDEN OF EARTH'S SALVATION!
TRUE, WHILE WE MUST RESUME OUR QUEST FOR WANDA AND THE OTHERS!
ODD--

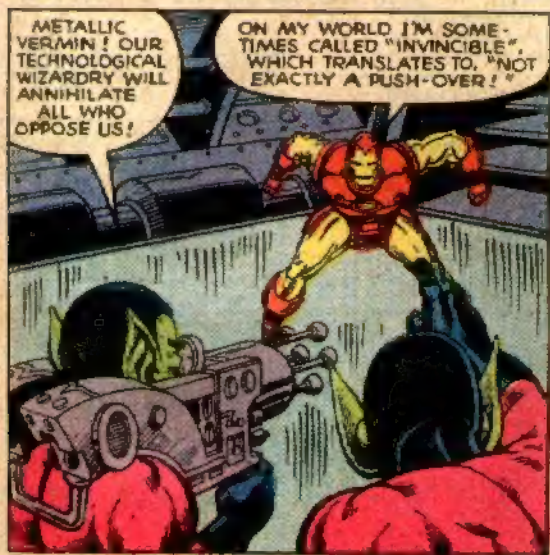
--THE VISION SEEMS MORE CONCERNED WITH THE SCARLET WITCH THAN ALL ELSE! COULD HE-- NO, NOT AN ANDROID!
WE NEED THE LOCATION OF THE SKRULL THRONEWORLD-- NOW!

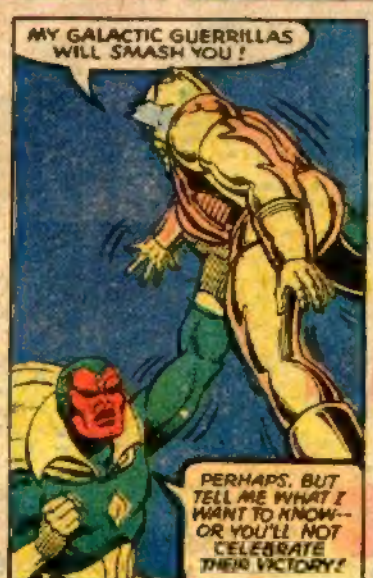

"FOR A MOMENT, COMMANDER KLAXOR HESITATES...
SPEAK, LACKEY! NOT TO DO SO-- IS CERTAIN DEATH!
YES--
VIZH IS ACTING LIKE A MAN POSSESSED!


"BUT, BEFORE ANOTHER WORD CAN BE UTTERED...
WHAT THE-- WE'RE UNDER ATTACK!


TRUE, EARTH-DOGS! FOR NOW YOU FACE THE ELITE STAR-STRIKERS-- THE DEADLIEST WARRIORS OF THE SKRULL EMPIRE!







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BULLPEN BULLETINS

STAN'S SOAPBOX

You wouldn't believe it! Even I can hardly believe it! I've told you about a lot of nutty things here in the Soapbox, but this is probably the nuttiest!

Now, before you can appreciate the monstrous mix-up I'm gonna lay on you, you've gotta understand that three months go by between the time I write these wondrous words and the time you read them. In other words, this column which you're ecstatically reading right now is scheduled to appear in the mags that go on sale in the month of January, 1980. But I'm writing it on Sept. 30th, 1979! Got that? You and I, at this very moment, are separated by a three-month gap — or even a longer interval if you bought this issue way after its original on-sale date! (The reason is, of course, that it takes about three months to get the magazines engraved, printed, and then shipped to your friendly neighborhood magazine seller.).

Okay, so here's what happened. When I wrote last month's Soapbox, I wanted to make sure that everyone would have a chance to watch the new Captain America TV Special which was scheduled to be shown on CBS-TV early in January. Therefore, I told you all about it last issue. Well, just yesterday, (MY yesterday, not yours!) Sept. 29th, I learned that CBS is planning to move the date up and show Cap's new movie sometime in November, instead of January! But I'd just told you that it would be shown in January — and my column was already at the printer, lob ate to change it!

So now you know the reason why I wrote a heavy, emotional enthusiastic message to you last ish, telling you not to miss Cap's second TV Special — telling you not to miss a show that had already been broadcast one or two months earlier!! But that's not the worst of it! Just imagine if CBS changes its mind and decides to reschedule the show for January or February or whatever! This column will already be at the printer, too late to change again, and I'll have to write another confusing, long winded apology next month! Hey, Doc Doom — where are you with your time machine now that I need you?

Well, since you're probably as confused as I am by now, I figure it's time to end this little literary litany and turn to far more important matters, such as seeing if I can still remember how to spell the most mind-boggling salutation of all —

Excelsior!

Stan

Marvel Masterpieces on sale this month!

INCREDIBLE HULK #246 — The space-born Captain Marvel guest-stars as the Hulk returns to the world of his dead beloved, Jarella.

DEFENDERS #66 — The Hulk, Dr. Strange and Sub-Mariner face the dreaded Unnamable in the fan (sable) realm known as Tanaraqua!

SHOGUN WARRIORS #16 — Rich and Carson is replaced by a villain [illegible]

ROM #5 — ROM takes on a surprise villain! Hint: You've seen him before in the original Lee/Ditko Dr. Strange [illegible]

MICRONAUTS #16 — The Fabulous Fantastic Four team up with the Micronauts to do battle with Psycho-Man!

FANTASTIC FOUR #217 — The Disco Dazzler does her guest-star thing. Plus: the secret of Herbie the [illegible]

BATTLESTAR GALACTICA #16 — The trial of Sire Uri!

[illegible] — Spidey and the Disco Dazzler team up against the terror known as Lightmaster!

[illegible] — The Mystic Arts fights for his life against Aerial, the Angel of Death. Plus: The villainy of Baron Mordo!

MARVEL TEAM-UP #82 — Spider-Man must rescue Ghost Rider from the clutches of Moondark the Magician!

SGT. FURY #167 — Re-presenting Sgt. Fury #61. The Howlers' mission: Rescue Sam Sawyer from the Nazis — or die trying.

WHAT IF #29 — What if the Avengers had fought the Kree-Skrull War without Rick Jones? An alternate reality that'll knock your socks off!

MARVEL TALES #114 — Re-presenting Amazing Spider-Man #137. The cataclysmic conclusion of Spidey's battle with the re-born Green Goblin.

STAR TREK #1 — Rumor has it over! At last — Mighty Marvel unleashes the first part of its awesome adaptation of the movie of the year. Quite possibly the most incredible space fantasy you'll ever read!

MARVEL TWO-IN-ONE #57 — Counter-Earth is — [illegible]! And only the Thing and guest star Moondragon can hope to find it!

CAPTAIN ABERDEE #284 — Cap takes on the Amazing Adverb!

GHOST RIDER #43 — A sinister sorcerer separates Johnny Blaze from the Ghost Rider! You've got to read it to believe it!

AVENGERS #194 — A mystery villain! The secret of the man called Scythe! Plus: A behind-the-scenes peek at life in Avengers Mansion!

X-MEN #132 — "Showdown With The Hellfire Club."

MARVEL FUN & GAMES #5 — Puzzles, mazes and brain teasers galore as you match wits with the Bullpen's best!

THOR #284 — Beginning this issue: The Quest for the Ring of the Nibelung!

TALES TO ASTONISH #3 — Re-presenting [illegible] #5. Sergio Di Donato and Tigar share.

FANTASY MASTERPIECES #8 — Re-presenting Silver Surfer #5. The Surfer takes on the dreaded Stranger. Guest starring the far-out Fantastic Four!

MARVEL SUPER-ACTION #16 — Reprising the never-to-be-forgotten first appearance of the Vision from AVENGERS #57!

AMAZING ADVENTURES #8 — Re-presenting part one of X-Men #9. Beware the Shaper! Plus: The person-shattering conclusion of the original [illegible]!

IRON MAN #16 — You and the iron Man must unravel the mystery of — The Man Who Walked Through Walls!

SAVAGE SHE-HULK #8 — She-Hulk wanted for murder!

SPECTACULAR SPIDER-MAN #24 — Spider-Man and Giant-Man team up against Meteor Man!

STAR WARS #24 — Epic space battle! He ds the Star Warriors rush to destroy the Empire's diabolical Image Eliminator. Thunder in The Stars!

POWER MAN #52 — Luke Cage at the mercy of the Magnum — and only Iron Fist and Thunderbolt can save him!

MASTER OF KUNG FU #67 — Shang-Chi versus the agents of Fu Manchu in the legendary city of Casablanca!

CONAN #109 — Conan battles the savage Sons of the Iron God!

MARVEL'S GREATEST COMICS #67 — Re-presenting Fantastic Four #167. Read every Ben Grimm of the big the Thing — or does he? Plus: The Villainy of Janus!

MARVEL PRESENTS #53 — Starring the Black Panther. T'Chaka on covers the deadly secret of the avengers of the Dragon Circle!

SPIDER-WOMAN #35 — Spider-Woman becomes a criminal! How? Why? It's a shocker!

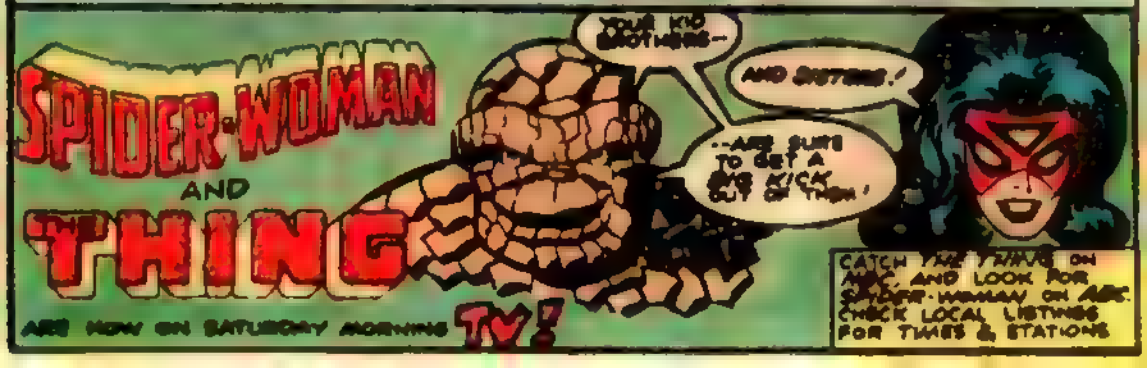
IRON MAN #135 — Iron Man is trapped by the most unexpected foe of all — his own invincible armor! Guest-starring Ant-Man!

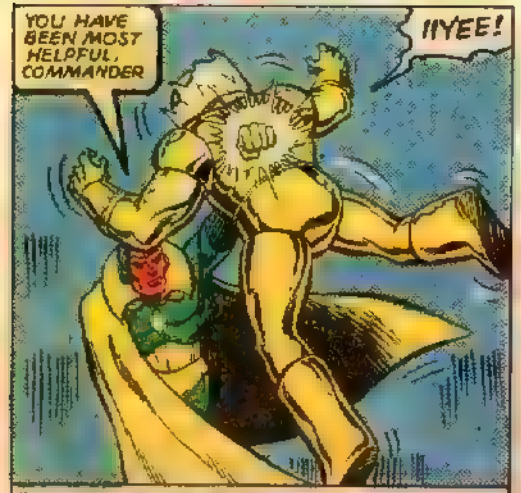
MARVEL MAGAZINES

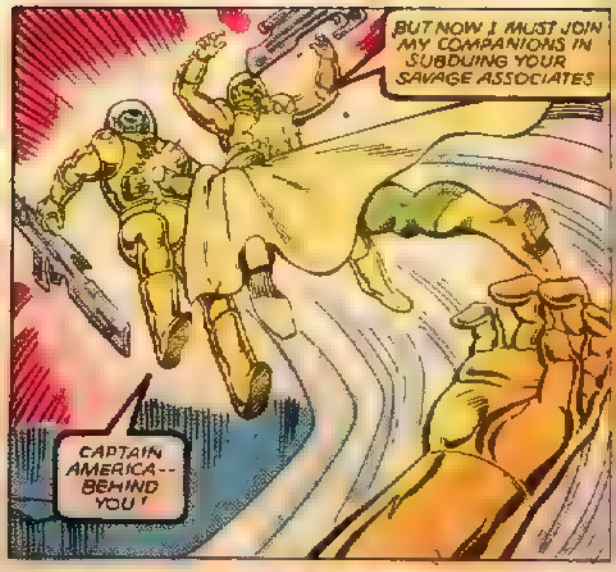
SAVAGE SWORD OF CONAN #28 — Part II of the novel "Conan the Conqueror!" by Robert E. Howard.

CRAZY #28 — The only thing that [illegible] than as month's Crazy — this month!

HOWARD THE DUCK #4 — Special issue! Direct from Duckworld we proudly present Howard the magazine for drakes. Featuring fantastic stories of a brave young [illegible] adrift in the impossible world of hairless apes. Plus: the Playduck in Review, Duckmate of the Month and lots more in this one-in-a-duck-time issue!

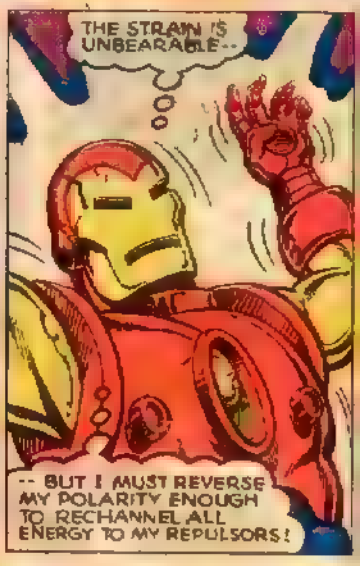


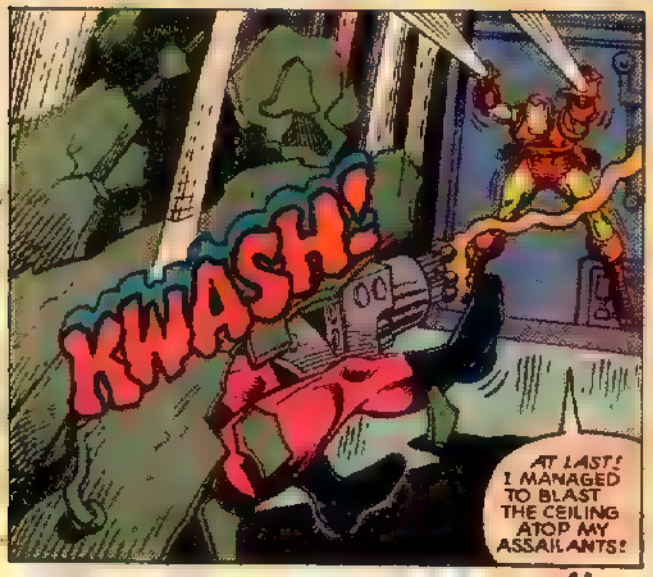

YOU HAVE BEEN MOST HELPFUL, COMMANDER
!!YEE!
"WILLING HIS SYNTHETIC FIST TO PARTIAL INTANGIBILITY, THE ANDROID THRUSTS IT INTO THE ALIEN, DISRUPTING HIS NERVOUS SYSTEM.


BUT NOW I MUST JOIN MY COMPANIONS IN SUBDUING YOUR SAVAGE ASSOCIATES
CAPTAIN AMERICA-- BEHIND YOU!

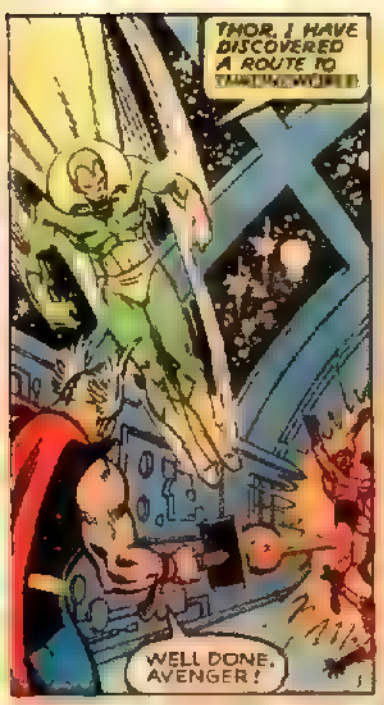
AT EASE, VISION. I MAY NOT HAVE YOUR AMAZING ABILITIES. BUT I'VE BEEN BATTLING GOONS LIKE THESE --

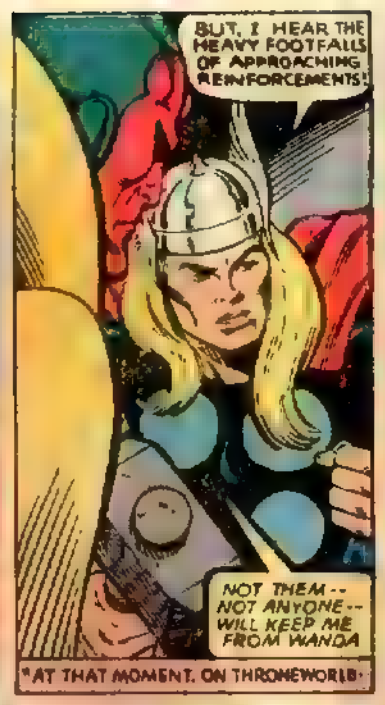
-- SINCE BEFORE YOU WERE A SPARKLE IN YOUR TEST TUBE'S DROPPER. DIG?


THE STRAIN IS UNBEARABLE--
-- BUT I MUST REVERSE MY POLARITY ENOUGH TO RECHANNEL ALL ENERGY TO MY REPULSORS!


KWASH!
AT LAST! I MANAGED TO BLAST THE CEILING ATOP MY ASSAILANTS!

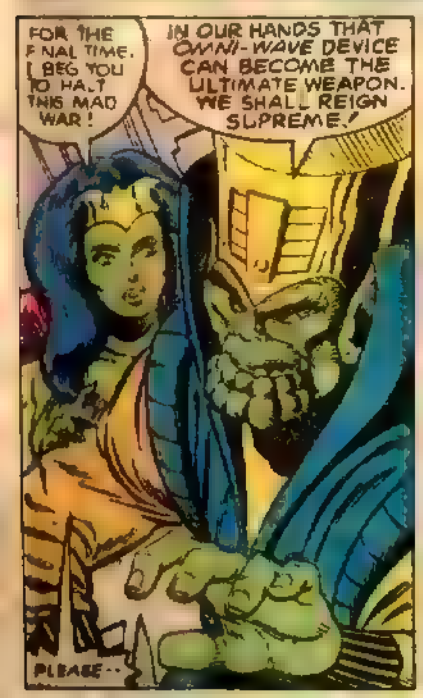
I'M FREE!

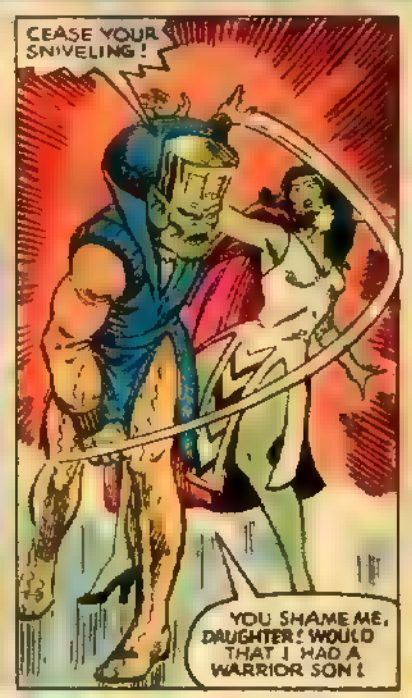

THOR, I HAVE DISCOVERED A ROUTE TO
WELL DONE, AVENGER!


BUT, I HEAR THE HEAVY FOOTFALLS OF APPROACHING REINFORCEMENTS!
NOT THEM -- NOT ANYONE -- WILL KEEP ME FROM WANDA
AT THAT MOMENT, ON THRONEWORLD

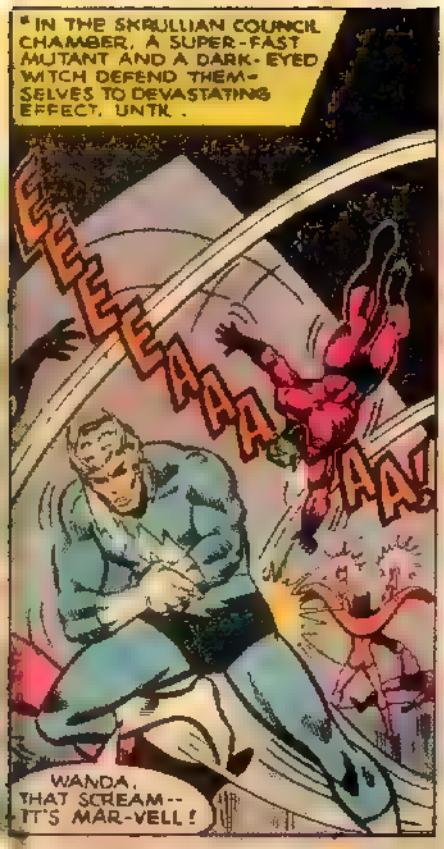
-- THE OBJECT OF THE ANDROID'S UNVOICED AFFECTIONS, AND HER BROTHER, WATCH AS CAPTAIN MARVEL TOILS OVER THE DREADED OMNI-WAVE PROJECTOR.
WE MUST ROUSE MAR-VELL --
-- BUT, AFTER FREEING US, HE SHUT HIMSELF WITHIN THE SPHERE!

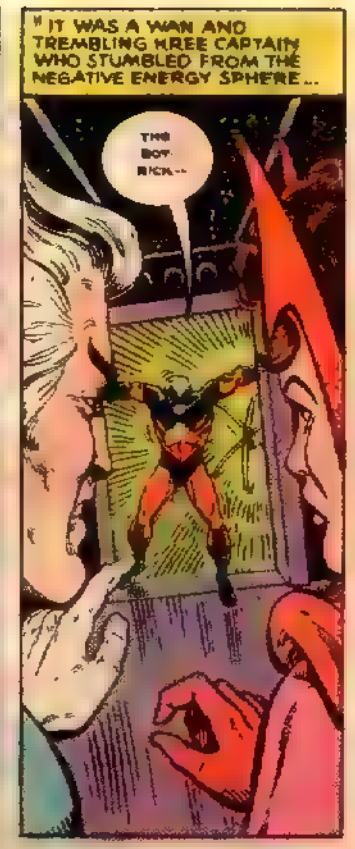
AND, OUR GUARDS SHALL SEE THAT HE PERISHES THE INSTANT HE EMERGES THEREFROM!
FATHER -- NO!

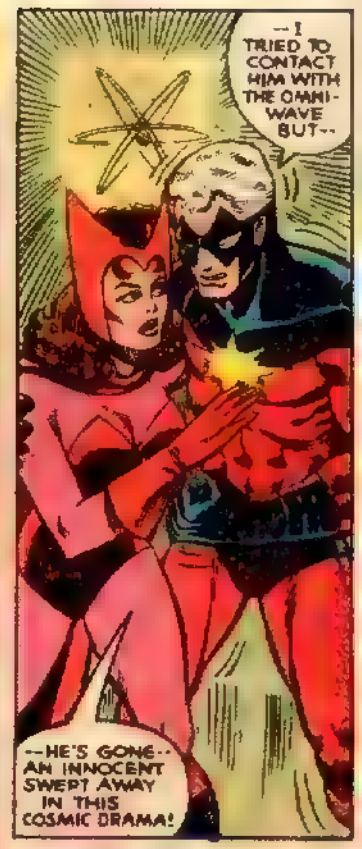

FOR THE FINAL TIME, I BEG YOU TO HALT THIS MAD WAR!
IN OUR HANDS THAT OMNI-WAVE DEVICE CAN BECOME THE ULTIMATE WEAPON. WE SHALL REIGN SUPREME!
PLEASE --

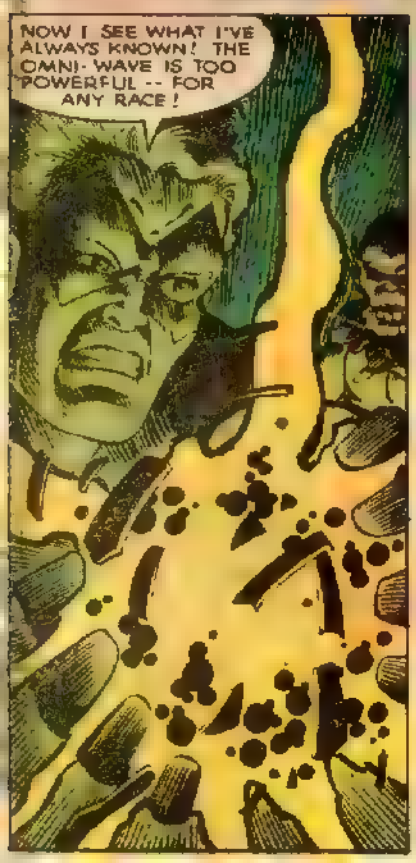

CEASE YOUR SNIVELING!
YOU SHAME ME, DAUGHTER! WOULD THAT I HAD A WARRIOR SON!

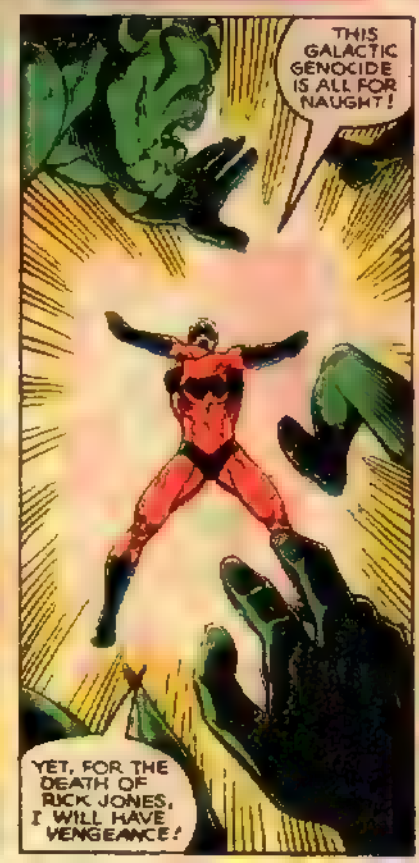
FORGIVE ME, FATHER! WHAT I DO NOW -- I DO FOR ALL SKRULLKIND!


" IN THE SKRULLIAN COUNCIL CHAMBER, A SUPER-FAST MUTANT AND A DARK-EYED WITCH DEFEND THEMSELVES TO DEVASTATING EFFECT, UNTIL .
EEEEEAAAAAA!
WANDA, THAT SCREAM-- IT'S MAR-VELL!


" IT WAS A WAN AND TREMBLING KREE CAPTAIN WHO STUMBLED FROM THE NEGATIVE ENERGY SPHERE...
THE BOY RICK--


--I TRIED TO CONTACT HIM WITH THE OMNI-WAVE BUT--
--HE'S GONE-- AN INNOCENT SWEPT AWAY IN THIS COSMIC DRAMA!

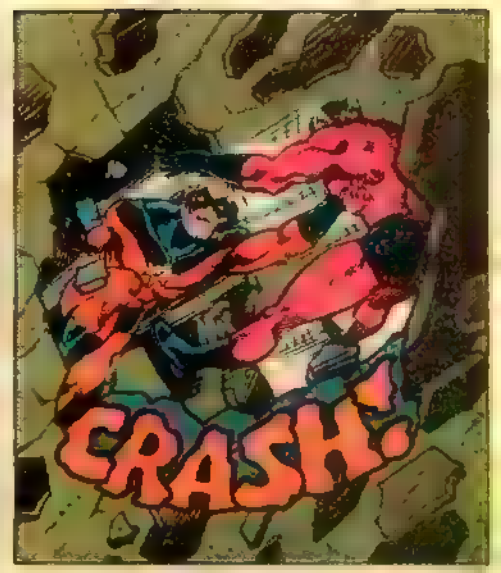

NOW I SEE WHAT I'VE ALWAYS KNOWN! THE OMNI-WAVE IS TOO POWERFUL -- FOR ANY RACE!

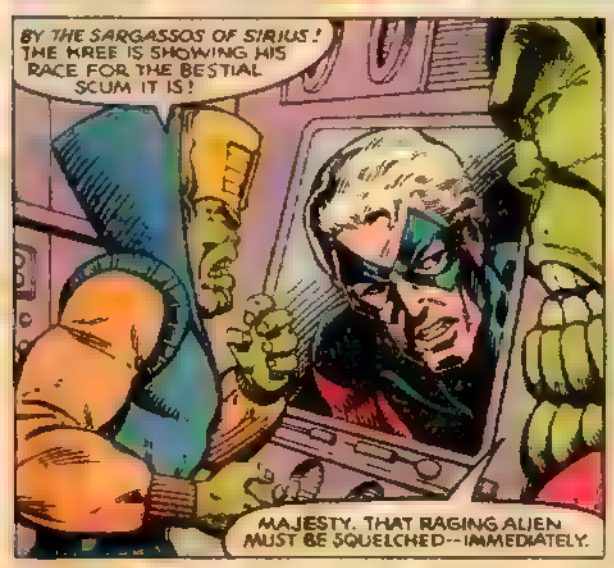

THIS GALACTIC GENOCIDE IS ALL FOR NAUGHT!
YET, FOR THE DEATH OF RICK JONES, I WILL HAVE VENGEANCE!

VENGEANCE!

THE PAIN IN HIS HEART HAS DRIVEN MAR VELL MAD!
GOOD LORD!

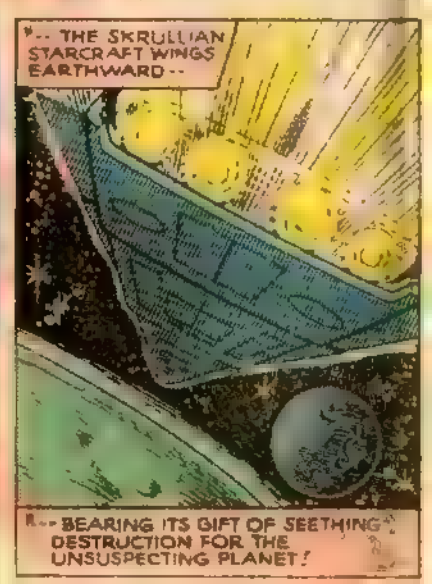
KEEP AWAY! AWAY!

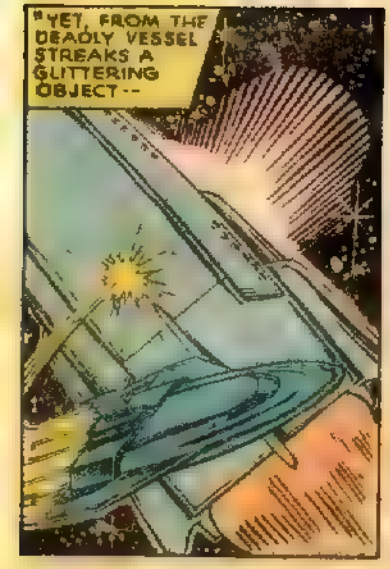

CRASH!


BY THE SARGASSOS OF SIRIUS! THE KREE IS SHOWING HIS RACE FOR THE BESTIAL SCUM IT IS!
MAJESTY. THAT RAGING ALIEN MUST BE SQUELCHED--IMMEDIATELY.

QUITE TRUE. OUR OPTIONS ARE FEW. WE MUST BRING THE SUPER SKRULL INTO THE FRAY
BUT, HE ROTS IN PRISON FOR DARING TO DEFY YOU!
HE DESIRED OUR CROWN.. BUT PERHAPS WE CAN REASON WITH HIM..

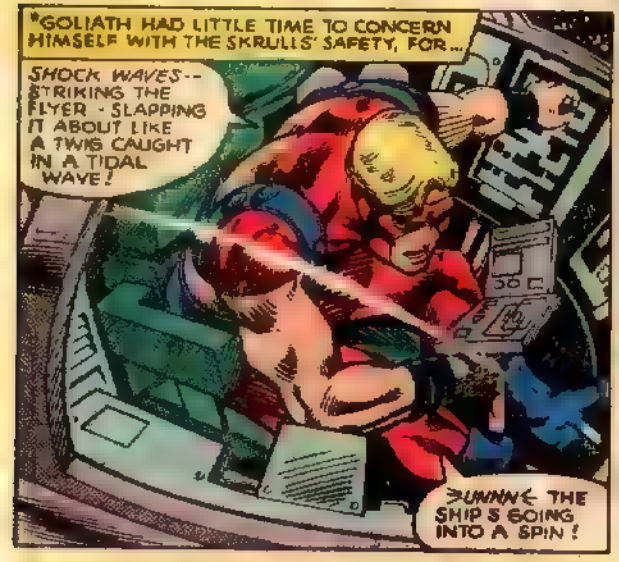
"AND SO.
THE OLD FOOL OFFERS ANELLE'S HAND FOR MAR-VELL'S HEAD!
YES, I SHALL DESTROY THE KREE-MAN. THEN THE SKRULLS WILL HAVE A NEW, MORE POWERFUL RULER!
"AND, WHILE STATE-CRAFT IS PLAYED--

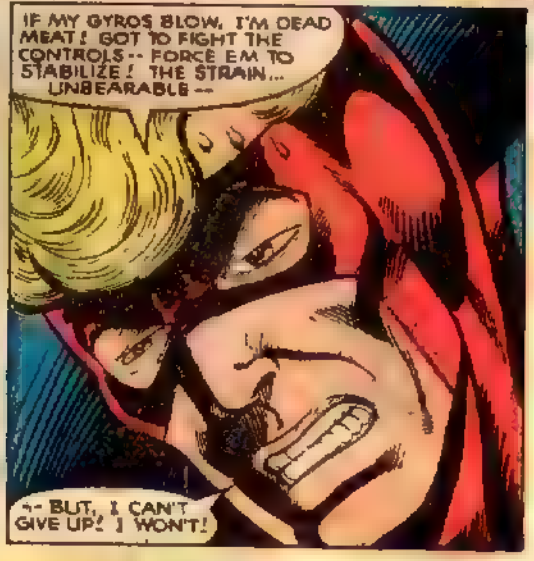

"-- THE SKRULLIAN STARCRAFT WINGS EARTHWARD--
"--BEARING ITS GIFT OF SEETHING DESTRUCTION FOR THE UNSUSPECTING PLANET!

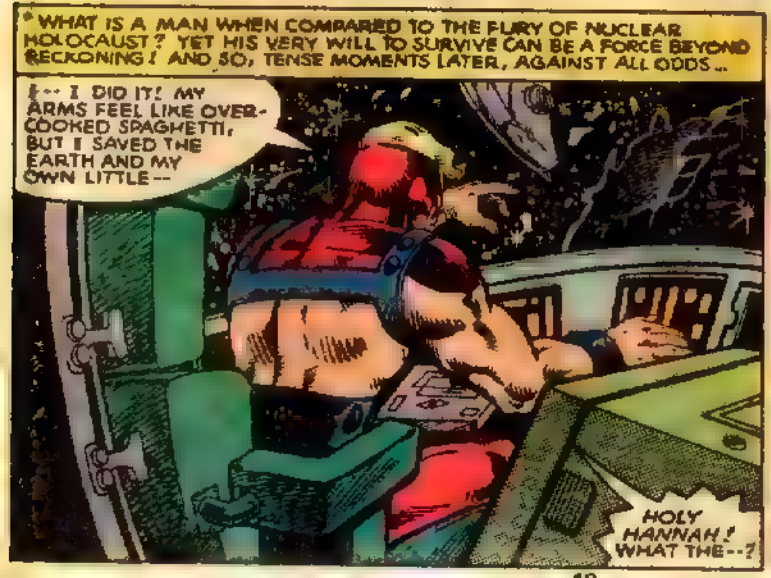

"YET, FROM THE DEADLY VESSEL STREAKS A GLITTERING OBJECT--

"-- THE ONE-MAN FLYER PILOTED BY GOLIATH!
CAPTAIN AMERICA OUGHTTA BE PLEASED!
TRASHING THAT SKRULL SHOWBOAT WAS AS EASY AS ARM WRESTLING THE HULK, BUT I MANAGED TO SKRAG ITS ETHERDRIVE AND..

"THE SEARING ERUPTION WAS SILENT. YET, LIGHT-YEARS AWAY, AT LEAST ONE ALIEN ASTRONOMER WOULD MISTAKE IT FOR THE DEATH-CRY OF A SMALL STAR.
I HOPE THE CREW DITCHED IN TIME!


"GOLIATH HAD LITTLE TIME TO CONCERN HIMSELF WITH THE SKRULLS' SAFETY, FOR...
SHOCK WAVES-- STRIKING THE FLYER - SLAPPING IT ABOUT LIKE A TWIG CAUGHT IN A TIDAL WAVE!
>UNHN< THE SHIP S GOING INTO A SPIN!


IF MY GYROS BLOW, I'M DEAD MEAT! GOT TO FIGHT THE CONTROLS-- FORCE EM TO STABILIZE! THE STRAIN... UNBEARABLE--
-- BUT, I CAN'T GIVE UP! I WON'T!


"WHAT IS A MAN WHEN COMPARED TO THE FURY OF NUCLEAR HOLOCAUST? YET HIS VERY WILL TO SURVIVE CAN BE A FORCE BEYOND RECKONING! AND SO, TENSE MOMENTS LATER, AGAINST ALL ODDS...
-- I DID IT! MY ARMS FEEL LIKE OVER-COOKED SPAGHETTI, BUT I SAVED THE EARTH AND MY OWN LITTLE--
HOLY HANNAH! WHAT THE--?

NO! IT CAN'T BE! THERE, ON THE VIEWSCREEN--
--AN ARMADA OF STARSHIPS!

"GOLIATH IS NOT ALONE IN HIS OBSERVATION, FOR, BACK ON EARTH IN THE HEADQUARTERS OF THE FANTASTIC FOUR...

STARSHIPS -- A VAST MULTITUDE OF THEM HAVE COMPLETELY ENCIRCLED THE EARTH!

RELAX, STRETCHO. MAYBE THE BROTHERHOOD OF BUG EYED MONSTERS CHOSE US FOR A CONVENTION SITE!

THIS IS NO TIME FOR LEVITY, OLD FRIEND. IT APPEARS THAT WE'VE RETURNED TO THE BAXTER BUILDING ONLY TO BE ALERTED TO THIS NEW, IMMINENT MENACE!

AS USUAL, YOU ARE QUITE CORRECT, REED RICHARDS!

WHO--? BEN, WE HAVE AN UNEXPECTED GUEST.

SWELL

CAN'T HE USE THE ELEVATOR LIKE A NORMAL JOE?

PROFESSOR XAVIER IS FAR FROM NORMAL!

REED, THE PROF'S NOT REALLY HERE. THIS IS SOME KIND OF SIMULATED IMAGE.

THE HUMAN TORCH IS RIGHT. I AM COMMUNICATING TELEPATHICALLY FROM MY SCHOOL FOR GIFTED TEENAGERS

WE ARE ALL IN DEADLY DANGER--

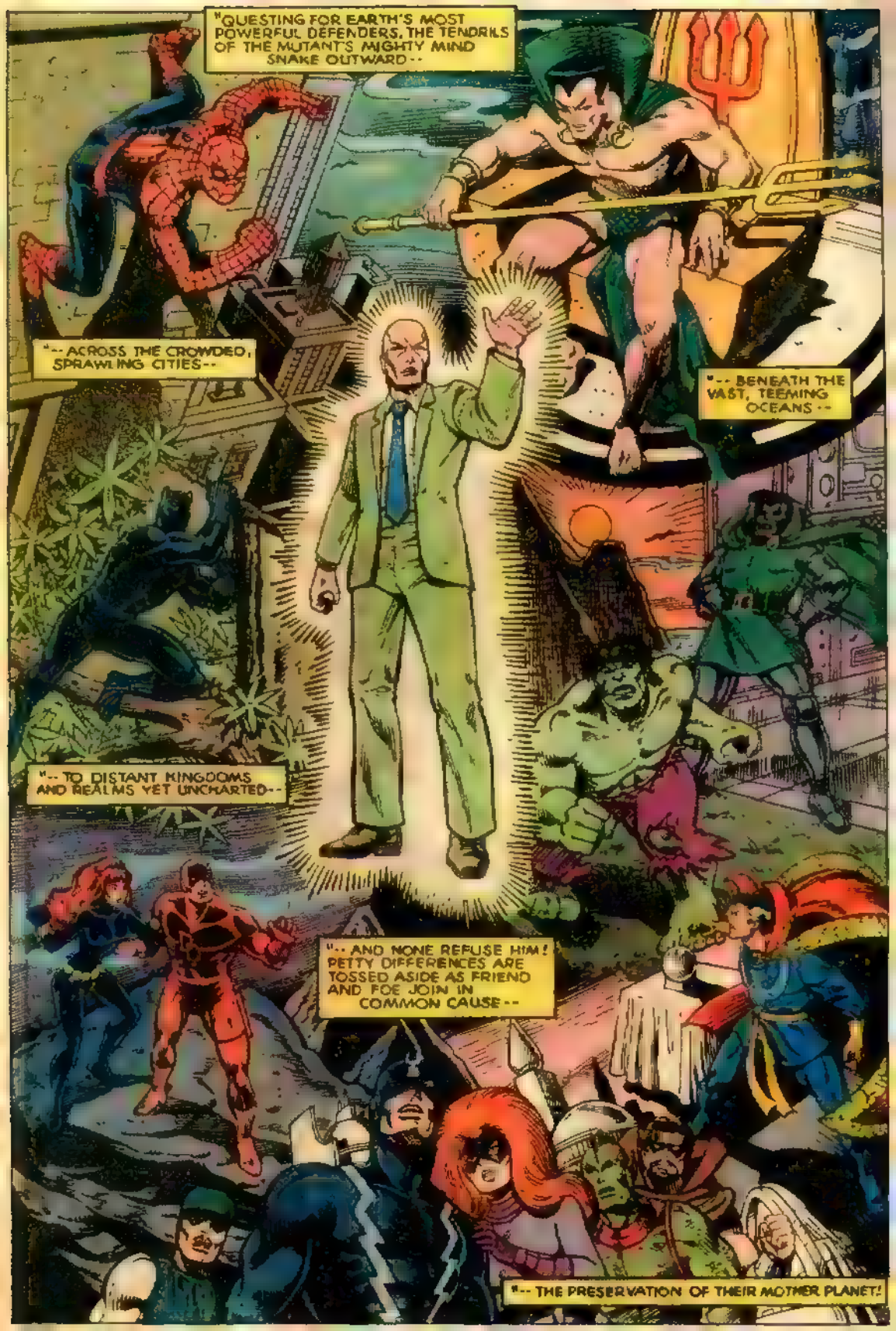
--AND MUST JOIN FORCES IMMEDIATELY

MY PSYCHIC POWERS INDICATE THAT THE ALIEN INVADERS ARE KREE WARRIORS COMMANDED BY ONE CALLED RONAN. HE WILL NOT HESITATE TO ANNIHILATE OUR PLANET!

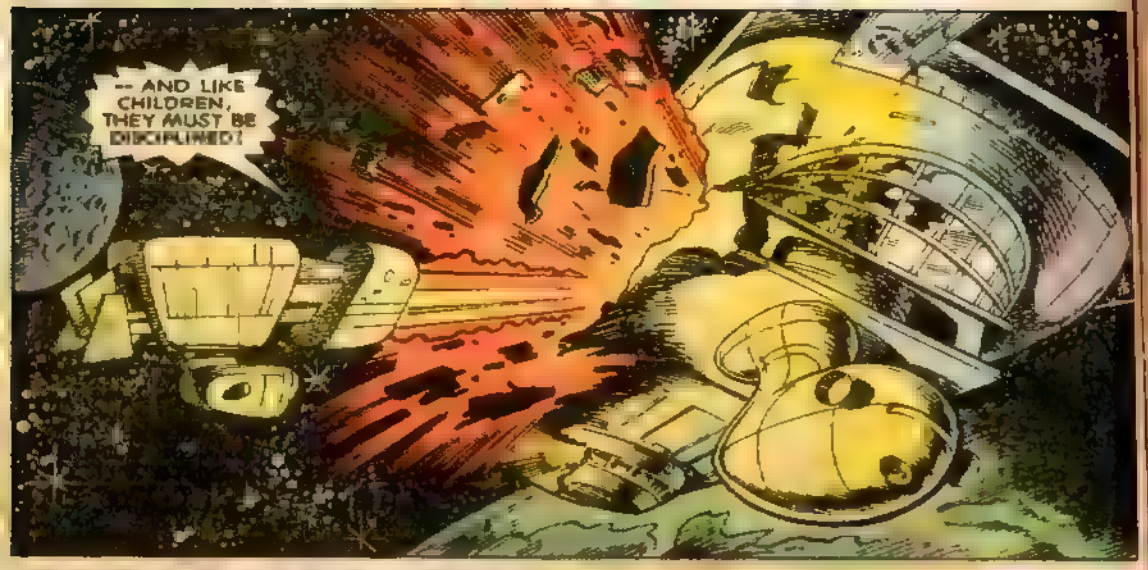
WE POSSESS A SKRULL STARSHIP* -- I CAN PREPARE IT FOR IMMEDIATE TAKE-OFF --

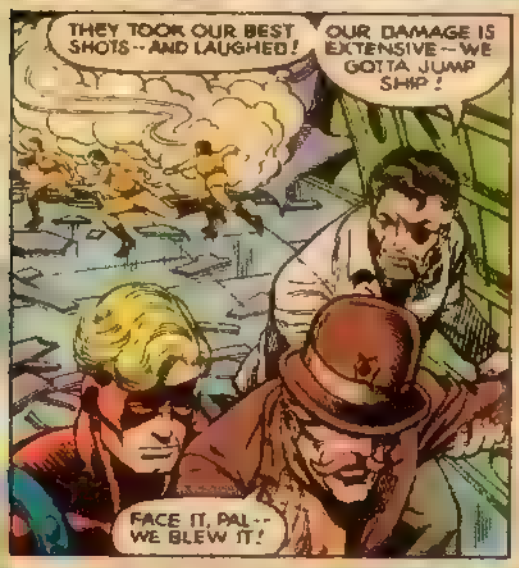
--WHILE I SEEK OTHERS TO AID OUR CAUSE!

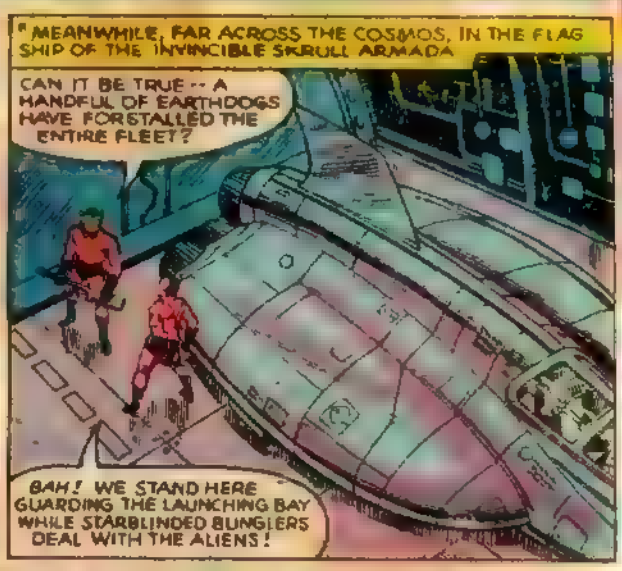
* THE FANTASTIC FOUR CAPTURED IT IN FF #2 -- D.E.M.


"QUESTING FOR EARTH'S MOST POWERFUL DEFENDERS, THE TENDRILS OF THE MUTANT'S MIGHTY MIND SNAKE OUTWARD--
"--ACROSS THE CROWDED, SPRAWLING CITIES--
"--BENEATH THE VAST, TEEMING OCEANS--
"--TO DISTANT KINGDOMS AND REALMS YET UNCHARTED--
"--AND NONE REFUSE HIM! PETTY DIFFERENCES ARE TOSSED ASIDE AS FRIEND AND FOE JOIN IN COMMON CAUSE--
"--THE PRESERVATION OF THEIR MOTHER PLANET!

"THE MIGHTIEST FORCES ON EARTH GATHERED TOGETHER, WHILE SOME 2,347 MILES ABOVE IT ALL
GOLIATH TO THE SHIELD HELICARRIER--REQUESTING PERMISSION TO BOARD! AVENGERS PRIORITY A-1!
IDENTITY CONFIRMED! PERMISSION GRANTED!
"RECEIVING HIS LANDING INSTRUCTIONS, GOLIATH GENTLY GLIDES HIS FLYER TO A REAR HANGAR BAY...
WHEW! I NEVER THOUGHT I'D SUCCESSFULLY RUN THAT KREE BLOCKADE! WE'RE COMPLETELY BOXED IN
I'VE GOT TO FIND THE COMMAND CENTER AND ADVISE NICK FURY OF THE TOTAL SITUATION!
"THUS, SOON..."
AND THE AVENGERS ARE AT THE OTHER END OF THE GALAXY--HOLDING OFF A FLEET OF SKRULL WARSHIPS???
THAT'S ABOUT THE SIZE OF IT!
YER JUST BURSTIN' WITH GOOD NEWS, AIN'T YA?
"JUST THEN..."
ATTENTION EARTH-VESSEL YOU ARE ORBITING IN AIRSPACE RESTRICTED BY THE IMPERIAL KREE COMMAND. SURRENDER YOUR CRAFT OR SUFFER THE CONSEQUENCES!
NUTS!
WE'RE OUTGUNNED AND OUTMANNED, NICK WHAT ARE YOU GOING TO DO?
WHADDA YA THINK? WE AIN'T GOT A SNOWBALL'S CHANCE, BUT WE DO HAVE A RESPONSIBILITY TO EVERY MAN, WOMAN AND CHILD DOWN BELOW!
BARBARIAN FOOLS! THEY HAVE FORFEITED THEIR LIVES BY FIRING UPON US!
WE AIN'T GONNA TURN TAIL!
READY THE LASER CANNON!
COMMANDER, THESE EARTH-SPAWN ARE LIKE CHILDREN--

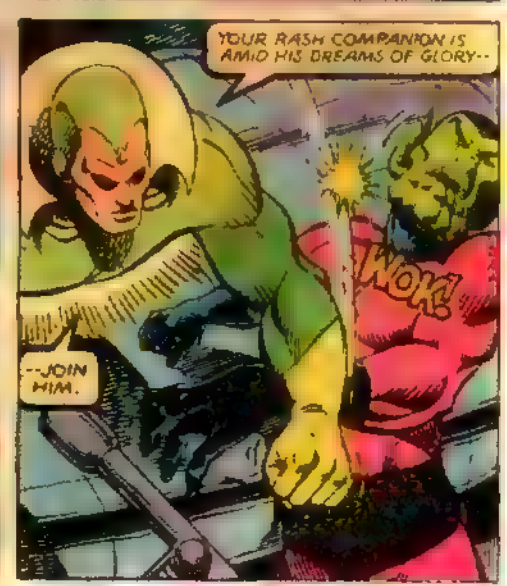

-- AND LIKE CHILDREN, THEY MUST BE DISCIPLINED!

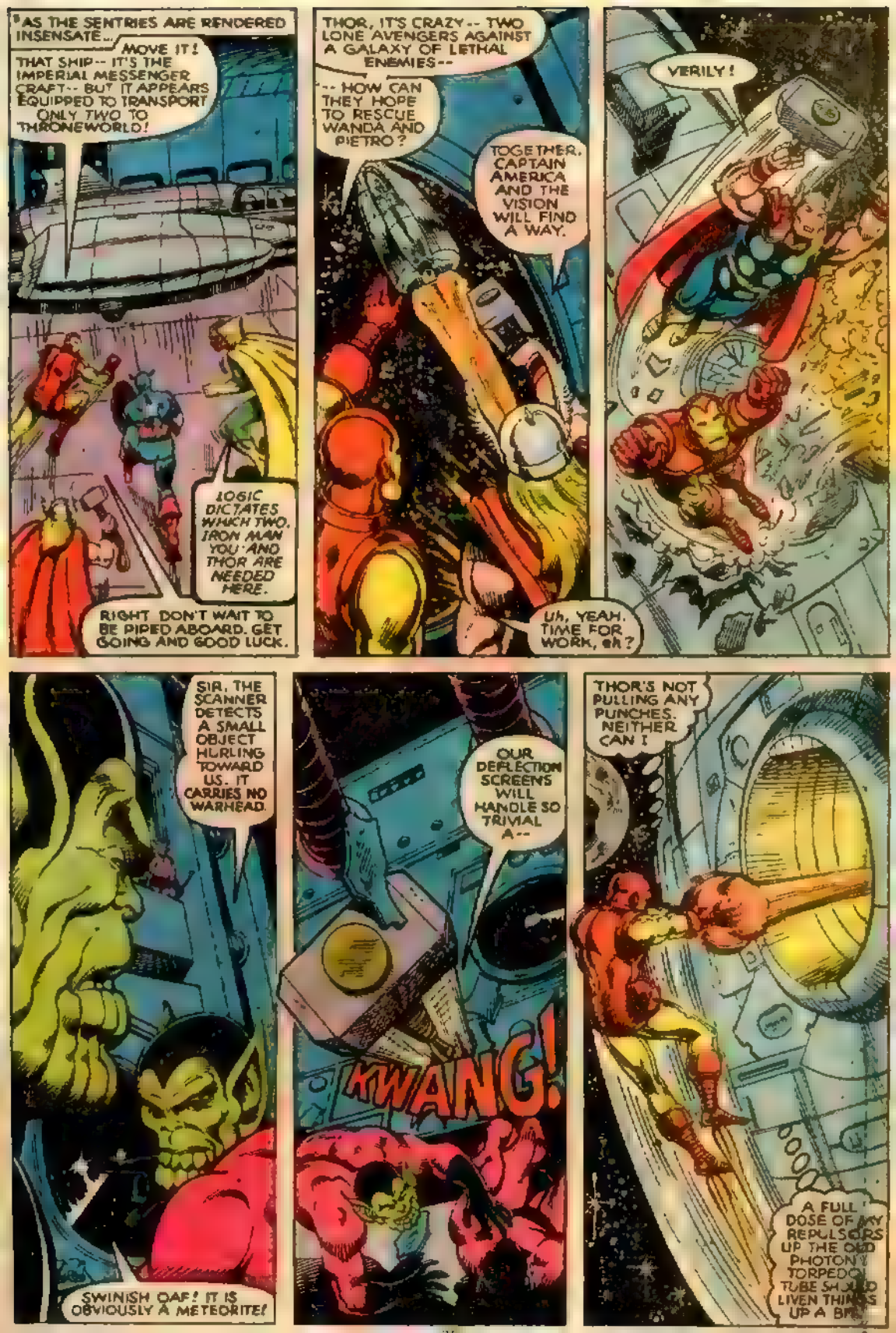

THEY TOOK OUR BEST SHOTS -- AND LAUGHED!
OUR DAMAGE IS EXTENSIVE -- WE GOTTA JUMP SHIP!
FACE IT, PAL -- WE BLEW IT!


MEANWHILE, FAR ACROSS THE COSMOS, IN THE FLAG SHIP OF THE INVINCIBLE SKRULL ARMADA
CAN IT BE TRUE -- A HANDFUL OF EARTHDOGS HAVE FORSTALLED THE ENTIRE FLEET?
BAH! WE STAND HERE GUARDING THE LAUNCHING BAY WHILE STARBLINDED BUNGLERS DEAL WITH THE ALIENS!

ARELLIO, YOU ARE BITTER BECAUSE THE STAR STRIKERS REJECTED YOUR TRANSFER!
HOW COULD THEY NOT SEE THAT I AM A WARRIOR-BORN?
I CRAVE ACTION --

ARELLIO!
KRAK!


YOUR RASH COMPANION IS AMID HIS DREAMS OF GLORY--
--JOIN HIM.
WOK!


AS THE SENTRIES ARE RENDERED INSENSATE...
MOVE IT! THAT SHIP-- IT'S THE IMPERIAL MESSENGER CRAFT-- BUT IT APPEARS EQUIPPED TO TRANSPORT ONLY TWO TO THRONEWORLD!
LOGIC DICTATES WHICH TWO, IRON MAN YOU AND THOR ARE NEEDED HERE.
RIGHT. DON'T WAIT TO BE PIPED ABOARD. GET GOING AND GOOD LUCK.
THOR, IT'S CRAZY-- TWO LONE AVENGERS AGAINST A GALAXY OF LETHAL ENEMIES--
-- HOW CAN THEY HOPE TO RESCUE WANDA AND PIETRO?
TOGETHER, CAPTAIN AMERICA AND THE VISION WILL FIND A WAY.
Uh, YEAH. TIME FOR WORK, eh?
VERILY!
SIR, THE SCANNER DETECTS A SMALL OBJECT HURLING TOWARD US. IT CARRIES NO WARHEAD.
SWINISH OAF! IT IS OBVIOUSLY A METEORITE!
OUR DEFLECTION SCREENS WILL HANDLE SO TRIVIAL A--
KWANG!
THOR'S NOT PULLING ANY PUNCHES. NEITHER CAN I.
A FULL DOSE OF MY REPULSORS UP THE OLD PHOTON TORPEDO TUBE SHOULD LIVEN THINGS UP A BIT.

UH-OH! I MUST'VE STRUCK A NUCLEAR PROJECTILE READY FOR LAUNCHING. THE CRAFT'S HULL IS TAKING THE BRUNT OF THE BLAST--

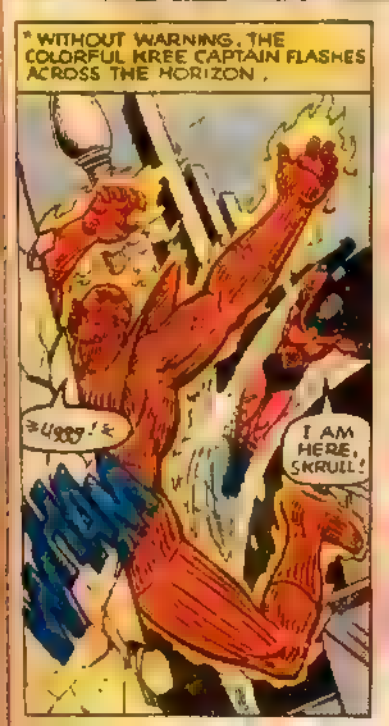
--BUT THE PUNISHMENT IS TOO SEVERE -- MY ARMOR CAN'T--CAN'T-- ≥ Unnnn

THOUGH MY HEART QUAILS AT THE THOUGHT OF RETREAT--
-- I MUST GET THEE AWAY -- TO A SECURE HAVEN FOR A MOMENT'S RESPITE!

THUS, MY HAMMER MUST A MYSTIC VORTEX FORM!
TIME AND SPACE MUST MELT AWAY AND...

DEMONS OF THE DOG-STAR! THEY-- THEY'VE VANISHED--
DOUBTLESSLY VAPORIZED BY A STRAY MICRO-WAVE PENEBEAM!
ONWARD NOW TO EARTH-- AND BLOODY GLORY!

*STRIVING TO KEEP ITS RENDEZVOUS WITH THE KREE, THE SKRULLIAN FLEET WAS SOON UNDERWAY WHILE ON ITS THRONEWORLD...
MAR-VELL, YOU CRAVEN DUNG-DOG! SHOW YOURSELF!

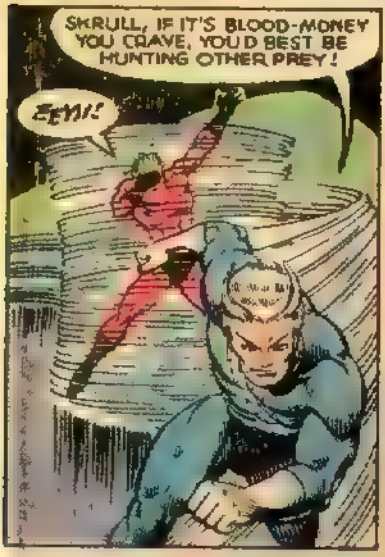

* WITHOUT WARNING, THE COLORFUL KREE CAPTAIN FLASHES ACROSS THE HORIZON.
I AM HERE, SKRULL!

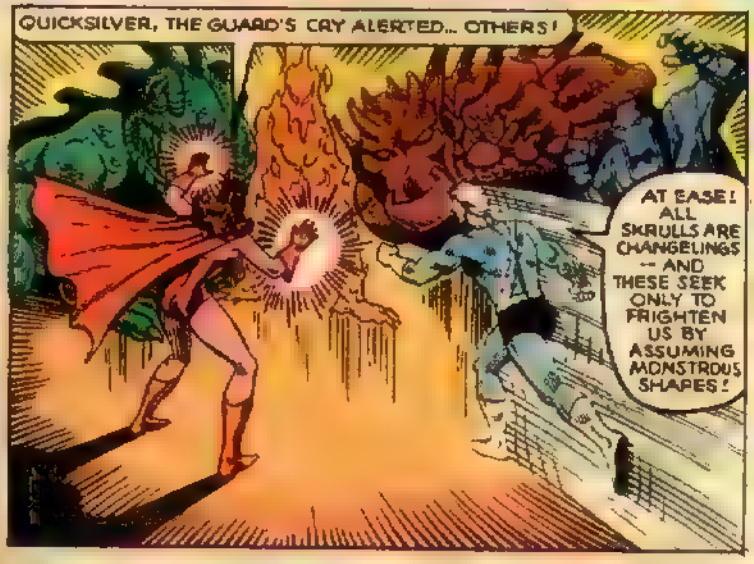
THE BOY-- RICK JONES-- MIGHT STILL LIVE IF NOT FOR YOU, SUPER-SKRULL! HAD YOU NOT STOLEN ME FROM EARTH I MIGHT HAVE BEEN THERE TO SAVE HIM!

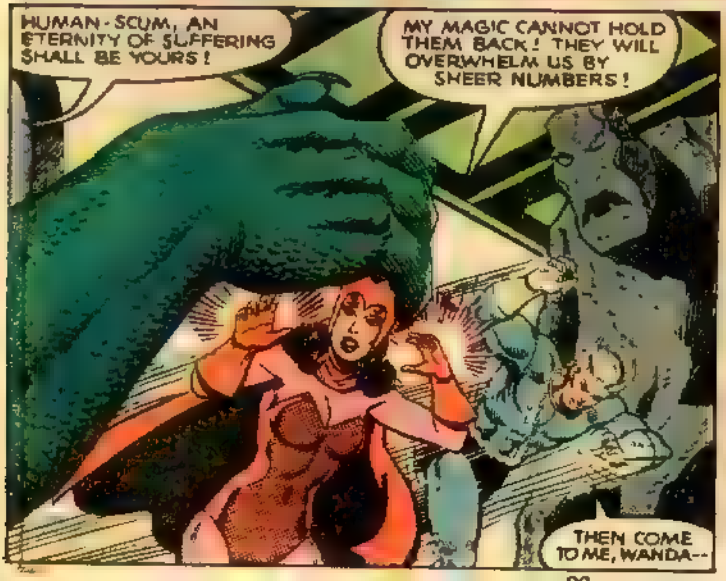
BAH! WHAT CARE I FOR THE PETTY LIVES OF HUMANS?
I'LL SMASH YOU SENSELESS WITH THIS MASSIVE BLOCK OF REENFORCED PLASTI-STEEL!
NO! A PROTON BLAST WILL SHATTER IT INTO USELESS RUBBLE!

"THE GRIM CONTEST RAGES SAVAGELY, LEAVING SPLINTERED ARCHITECTURE AND SCATTERED DEBRIS IN ITS WAKE. AND, IN THE PALACE ROYAL...
PIETRO, MAR-VELL APPEARS TO BE HOLDING HIS OWN. YET, CAN EVEN HE DEFEAT A SKRULL WITH ALL THE POWERS OF THE FANTASTIC FOUR?
I KNOW ONLY THAT WE CAN NEITHER AID HIM--

--NOR DELAY HERE ANY LONGER!
HO HO! IT'S THE ESCAPED PRIMITIVES - FOR WHOSE SAFE RETURN, OUR GLORIOUS EMPEROR HAS POSTED AN EXTRA SHARE OF PLUNDER!


SKRULL, IF IT'S BLOOD-MONEY YOU CRAVE, YOU'D BEST BE HUNTING OTHER PREY!
ZEYN!


QUICKSILVER, THE GUARD'S CRY ALERTED... OTHERS!
AT EASE! ALL SKRULLS ARE CHANGELINGS -- AND THESE SEEK ONLY TO FRIGHTEN US BY ASSUMING MONSTROUS SHAPES!


HUMAN-SCUM, AN ETERNITY OF SUFFERING SHALL BE YOURS!
MY MAGIC CANNOT HOLD THEM BACK! THEY WILL OVERWHELM US BY SHEER NUMBERS!
THEN COME TO ME, WANDA--

--AND FLEE! TOO MUCH DEPENDS UPON OUR ESCAPE TO RISK IT IN MEANINGLESS COMBAT!
BEFORE US IS A PARTIALLY OPENED DOOR. PERHAPS BEHIND IT, WE'LL FIND A MOMENTARY SANCTUARY.

"DASHING INTO THE ROOM, THE HAGGARD AVENGERS QUICKLY BOLT THE DOOR AS THE SOLDIERS' HEAVY FOOTFALLS RECEDE PAST THEM THEN...

MY SISTER, WE ARE NOT ALONE BEHIND YOU...

BE NOT ALARMED! I AM THE PRINCESS ANELLE. WHEN I HEARD THE COMMOTION IN THE OUTER CORRIDORS, I OPENED WIDE MY PRIVATE QUARTERS TO PROVIDE YOU WITH A REFUGE -- FOR I SEEK YOUR AID IN A JUST CAUSE!

GO ON. WE'RE LISTENING.

MY PEOPLE DO NOT DESIRE THIS WANTON KREE WAR. OUR TREASURY IS DRAINED AND OUR RESOURCES, DEPLETED. BUT, THE HUNGERING STAR-GREED HAS DRIVEN THE EMPEROR, MY FATHER, MAD. THOUGH IT PAINS ME DEEPLY, THE TIME HAS COME FOR... *REVOLUTION!*

"AS THE TWO MUTANTS PONDER THIS NEW WRINKLE...

"...BILLIONS OF MILES AWAY, THE GALACTIC FORCES OF TWO MIGHTY EMPIRES BRING THEIR WAR TOWARDS EARTH.

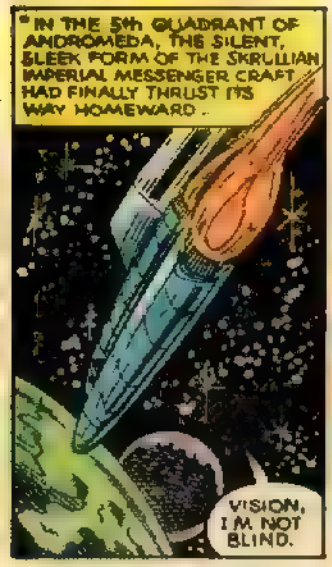
"GREAT FLEETS OF STARSHIPS CLASH, THEIR PHOTON TORPEDOES BLASTING. EVERY SHIP HIT BECOMES A MINIATURE STAR FOR A FRACTION OF AN INSTANT

"WHILE ON EARTH, THE WORLD'S CHAMPIONS PREPARE TO LEND THEIR MIGHT TO DEFEND THE SOLAR SYSTEM...

WHY DO I HAVE THE FEELING THAT MY WEBS WON'T MEAN SPIT TO AN ARMY OF ALIENS.

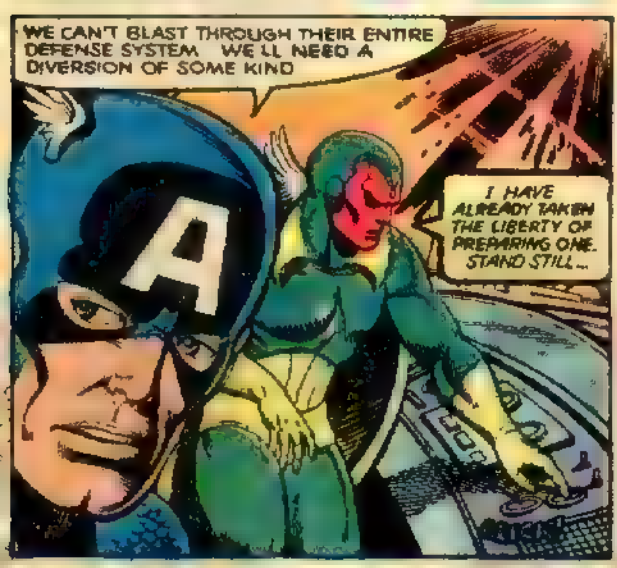
NO BACKIN' OUT NOW, KID. WE MAY BE EARTH'S ONLY HOPE.

*ON HIS LONELY LUNAR OUTPOST, MY COUNTERPART IN THIS ALTERNATE WORLD OBSERVES THE MADNESS SURROUNDING HIM - ANTICIPATING THE FINAL, FATAL OUTCOME
*THOUGH HE DESPERATELY YEARNS TO TAKE AN ACTIVE ROLE IN THESE PROCEEDINGS--
*HE DOES NOT..
*BUT, THE UNIVERSE IS WONDEROUS AS WELL AS VAST SUCCOR CAN COME FROM THE MOST UNLIKELY QUARTERS
FATHER, HEALING SPELLS KEEP MY FRIEND A'SLUMBER-- BUT WE MUST NOT SLEEP WHILE MIDGARD RAVAGED!
I MAY ONLY ORDER LEGIONS IN DEFENSE OF ASGARD. STILL, IF MY WARRIORS WOULD JOIN THEE..
*MIDGARD: THE ASGARDIAN WORD FOR "EARTH". -- D&M.
*A THUNDEROUS SHOUT OF APPROVAL SMOTHERS NOBLE ODIN'S WORDS YET, A FATHERLY PRIDE WAS REFLECTED IN THE UPRAISED, GLEAMING SWORDS..
ASGARD HAS SPOKEN! LET THE WARRIORS GIRD THEMSELVES. LET THE STAR-SCHOONERS SET SAIL...
AND LET OUR ENEMIES BEWARE!

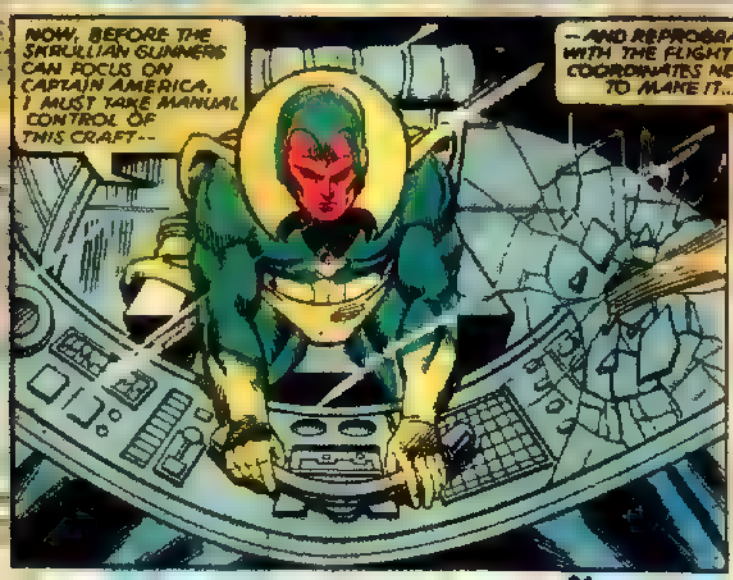

"IN THE 5th QUADRANT OF ANDROMEDA, THE SILENT, SLEEK FORM OF THE SKRULLIAN IMPERIAL MESSENGER CRAFT HAD FINALLY THRUST ITS WAY HOMEWARD.
VISION, I'M NOT BLIND.

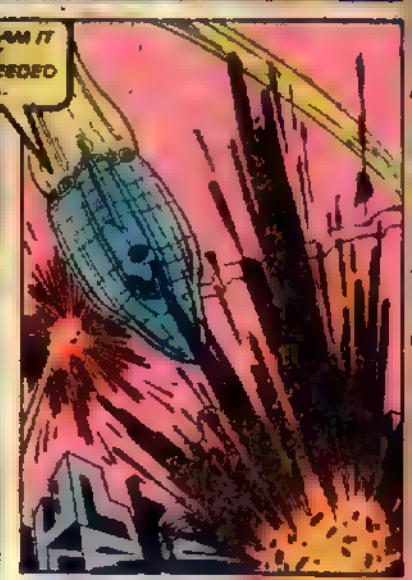
YOU CARE FOR WANDA MORE THAN JUST AS A FELLOW AVENGER. IF THERE'S ANY --
PLEASE, CAPTAIN AMERICA. THIS IS NO TIME FOR SENTIMENTAL CHATTER --

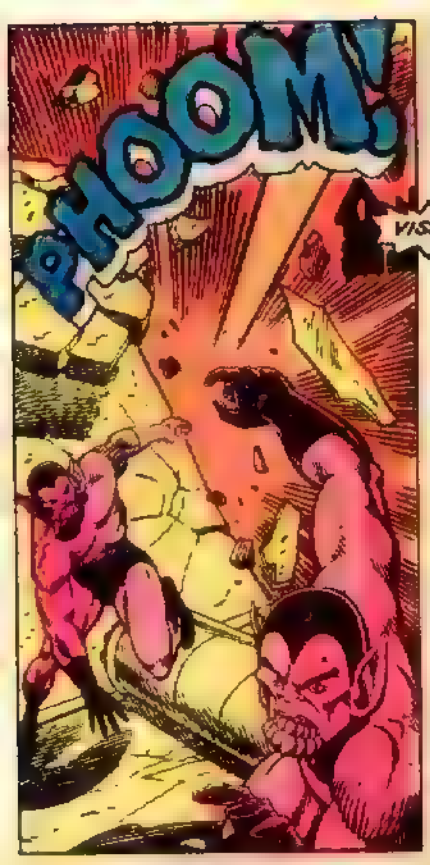
-- ESPECIALLY NOT WHEN WE HAVE BEEN SPOTTED BY THE SKRULLS' STRATEGIC ASTRO COMMAND!
KEEP FIRING! THEY GAVE NO PROPER IDENTIFICATION SIGNAL!

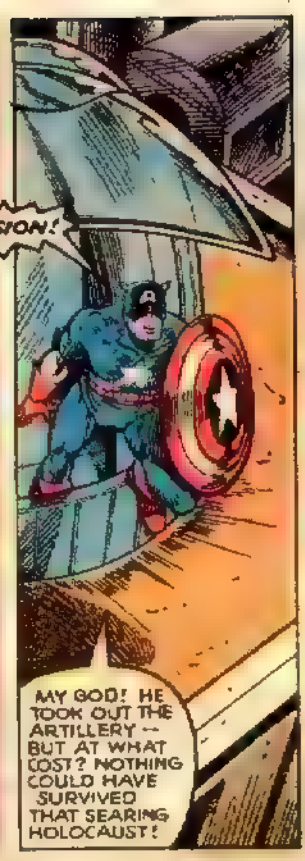

WE CAN'T BLAST THROUGH THEIR ENTIRE DEFENSE SYSTEM. WE'LL NEED A DIVERSION OF SOME KIND
I HAVE ALREADY TAKEN THE LIBERTY OF PREPARING ONE. STAND STILL...

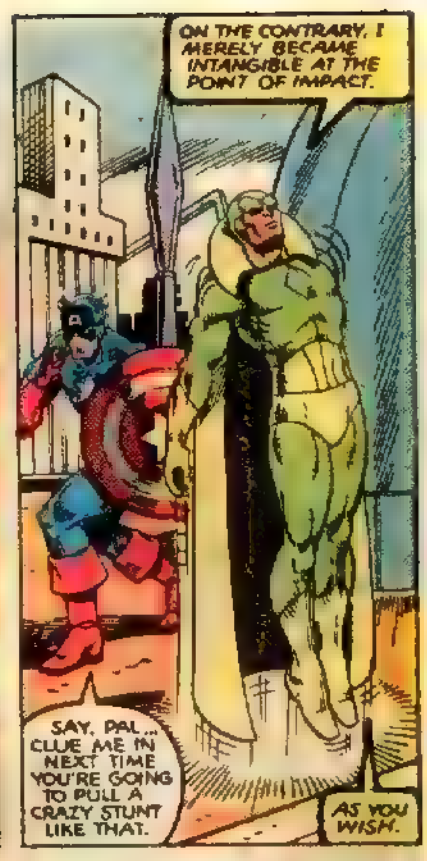
HUH-- ??? THE VISION EJECTED ME IN AN EMERGENCY EVACU-POD!
WHOMP!
SHOOSH!


NOW, BEFORE THE SKRULLIAN GUNNERS CAN FOCUS ON CAPTAIN AMERICA, I MUST TAKE MANUAL CONTROL OF THIS CRAFT--
-- AND REPROGRAM IT WITH THE FLIGHT COORDINATES NEEDED TO MAKE IT...

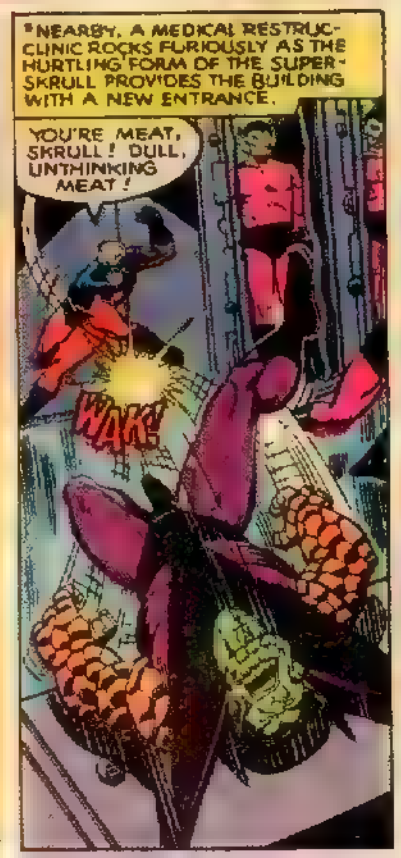



PHOOM!

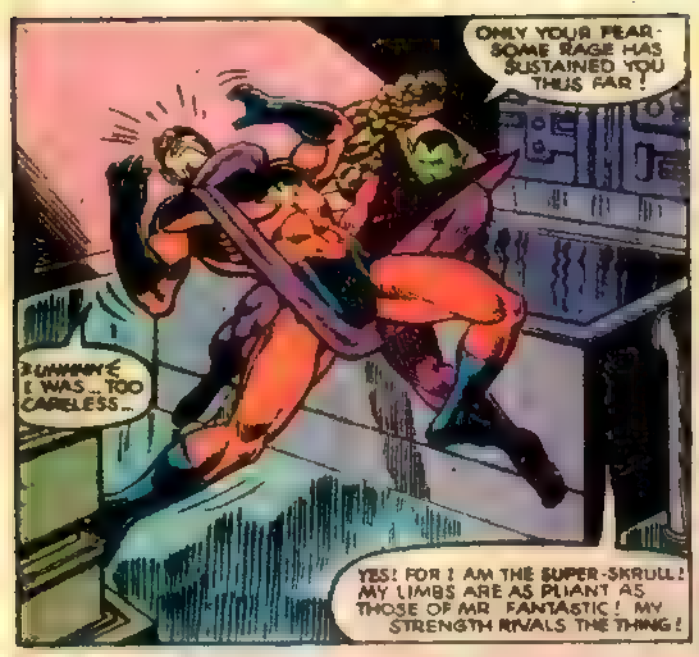

VISION!
MY GOD! HE TOOK OUT THE ARTILLERY -- BUT AT WHAT COST? NOTHING COULD HAVE SURVIVED THAT SEARING HOLOCAUST!


ON THE CONTRARY, I MERELY BECAME INTANGIBLE AT THE POINT OF IMPACT.
SAY, PAL... CLUE ME IN NEXT TIME YOU'RE GOING TO PULL A CRAZY STUNT LIKE THAT.
AS YOU WISH.

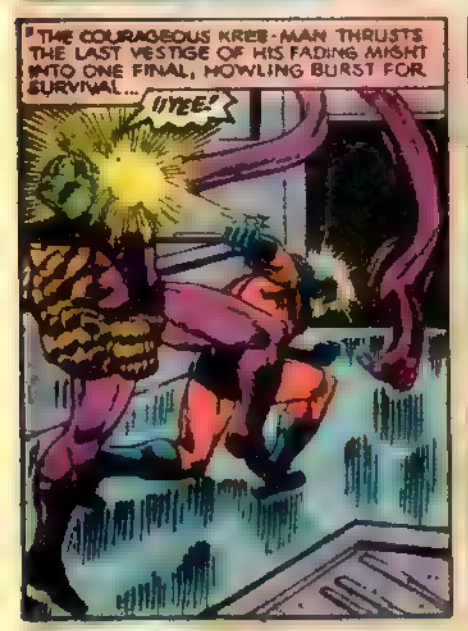
UH, OH! COMPANY! WHEN WE FINISH HERE WE'LL START SEARCHING FOR QUICKSILVER AND THE WITCH
QUICK!
DESTROY THE ALIENS! ANNIHILATE THEM!

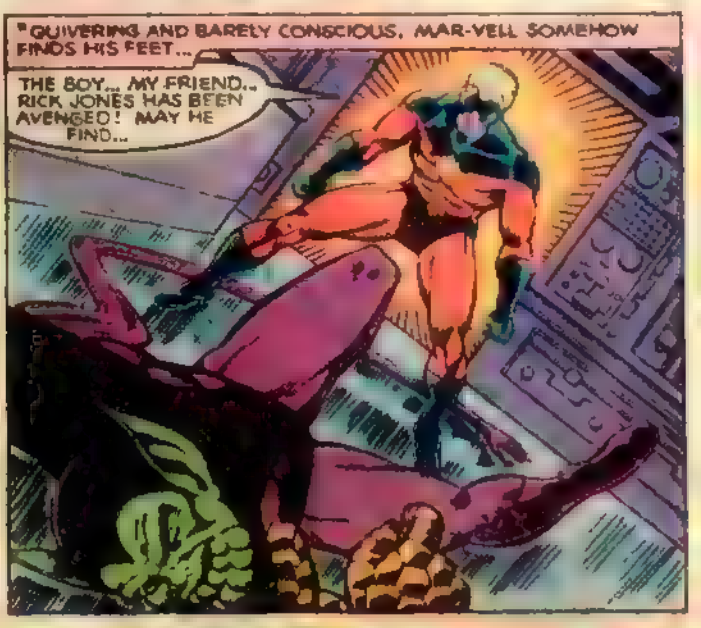

NEARBY, A MEDICAL RESTRUC-CLINIC ROCKS FURIOUSLY AS THE HURTLING FORM OF THE SUPER-SKRULL PROVIDES THE BUILDING WITH A NEW ENTRANCE.
YOU'RE MEAT, SKRULL! DULL, UNTHINKING MEAT!
WAK!

RECITE FOR ME, SKRULL! TELL ME AGAIN HOW YOU AND YOUR RACE OF COWARDLY, CRETINOUS FOOLS ARE GOING TO OVERRUN THE GALAXIES!
YOU ARE THE FOOL, MAR-VELL!


ONLY YOUR FEAR-SOME RAGE HAS SUSTAINED YOU THUS FAR!
DUMMKOPF! I WAS... TOO CARELESS...
YES! FOR I AM THE SUPER-SKRULL! MY LIMBS ARE AS PLIANT AS THOSE OF MR. FANTASTIC! MY STRENGTH RIVALS THE THING!

TOO DARING TO DEFY THE SKRULL EMPIRE, YOU SHALL BE OBLITERATED-- SLOWLY, HORRIBLY!
"THOUGH THE ROOM WAVERS AS PAIN BLURS HIS VISION AND LACERATES HIS LUNGS--


"THE COURAGEOUS KREE-MAN THRUSTS THE LAST VESTIGE OF HIS FADING MIGHT INTO ONE FINAL, HOWLING BURST FOR SURVIVAL...
!!YEE!


"QUIVERING AND BARELY CONSCIOUS, MAR-VELL SOMEHOW FINDS HIS FEET...
THE BOY... MY FRIEND... RICK JONES HAS BEEN AVENGED! MAY HE FIND...

DAMNATION ETERNAL!
WITHOUT A HUMAN MIND FOR ME TO STIMULATE—WITHOUT RICK JONES--BOTH KREE AND SKRULL ARE DOOMED!

THE STELLAR WAR IS SQUANDERING THE FINEST RESOURCES OF BOTH RACES! YET, I CAN ASCERTAIN BUT ONE POTENTIAL SOLUTION!
AND THOUGH ITS GRISLY PROSPECT FILLS ME WITH LOATHING, MY COURSE IS CLEAR!
"AS THE INTELLIGENCE SUPREME BENDS TO HIS UNPLEASANT TASK, ELSEWHERE...
CAPTAIN, WE HAVE BEEN BOARDED BY--BY--SIRIUS KNOWS WHAT!
ATTEND, YE FORERUNNERS OF FOUL DEVASTATION! 'TIS THE RIGHTEOUS WRATH OF AN ASGARD INFLAMED THAT NOW THREATENS TO CONSUME YE!
THEY COME WITH SWORDS AND MACES??? WHAT MANNER OF INSANITY...?
OUR STRENGTH BE AWESOME--OUR NUMBERS, LEGION! WE SHALL NOT BE DENIED!
AYE, NONE MAY CHALLENGE THE MATCHLESS MACE OF HOGUN!
VALOROUS VOLSTAGG SHALL TAKE UP THE REAR AND GUARD YON PORTAL...SO THAT THESE WITLESS KNAVES MAY NOT FLEE...
INTO SPACE???
THOR, WE'RE HOLDING THEM BACK BUT...
HAVE FAITH, MILADY! EARTH SHALL ENDURE!
MADMEN! MADMEN ALL!

"MEANWHILE IN EARTH'S SUB STRATOSPHERE ..

"THE INHABITANTS BELOW HAVE SPURNED ME REPEATEDLY

YET, I CANNOT FORSAKE THEM NOW! THEIR CAUSE IS MY OWN!

"IF I WERE A POET, I WOULD SING OF EARTH'S GALLANT CHAMPIONS, THEIR VALIANT DEEDS AND UNFLINCHING COURAGE.

"BUT, I AM THE WATCHER AND NO POET. LET IT SUFFICE THAT THEY DID THEIR WORLD PROUD.

"BUT...

SIR, NEITHER WE NOR THE KREE CAN GAIN A MILITARY ADVANTAGE!

THEN EVACUATE ALL SKRULL PERSONNEL FROM THE PLANET BELOW. IF FORCED TO RETREAT, WE SHALL NOT LEAVE IT INTACT!

"WHILE ..

FIGHT ON, MEN OF THE KREE! WE SHALL WIN THIS GALAXY--OR EXTERMINATE IT!

"THE MERCILESS CONTEST ROCKS THE STELLAR SEAS FROM JUPITER TO VENUS. WHILE, ON THRONEWORLD...

TOO MANY SKRULLS! WE MUST OUT-MANEUVER THEM!

FURTHER RESISTANCE IS FUTILE, EARTH-SCUM!

PAL, AVENGERS DON'T SHRINK FROM ADVERSITY--

--WE THRIVE ON IT!

WUNK!

GOTTA KEEP 'EM OFF-BALANCE!

"BUT, BEFORE THE SKRULLS CAN REGROUP...

PROTON BLASTS--SCATTERING OUR OPPONENTS!?! WHO--?

SPAK!

ZAK!

MAR VELL--ALIVE AND FREE! BUT WHERE IS WANDA AND HER BROTHER? WHERE?

AT THE PALACE ROYAL! BUT HURRY! ON THE STREETS BELOW, SKRULL CLASHES WITH SKRULL! A VIOLENT CIVIL WAR HAS ERUPTED!

THEN, LET US END THIS MADNESS NOW--IN ONE FINAL, FATEFUL SHOWDOWN!

"IN THE EMPEROR'S SHROUDED STUDY...

LIKE A GARGANTUAN MAILED GLOVE, WE SOUGHT TO CRUSH THE KREE. BUT, THEY ARE AT LEAST OUR EQUAL.

THIS WAR WILL HAVE NO VICTORS!

THE MUDBALL, CALLED EARTH, WILL PAY FOR OUR IGNOMINY!

MAJESTY! MAJESTY!

WHAT IS IT, DOG? SPEAK!

THE PALACE ROYAL IS UNDER SIEGE! REBELS, LED BY THE PRINCESS ANELLE, SEEK TO USURP YOUR RIGHTFUL AUTHORITY!

ANELLE???

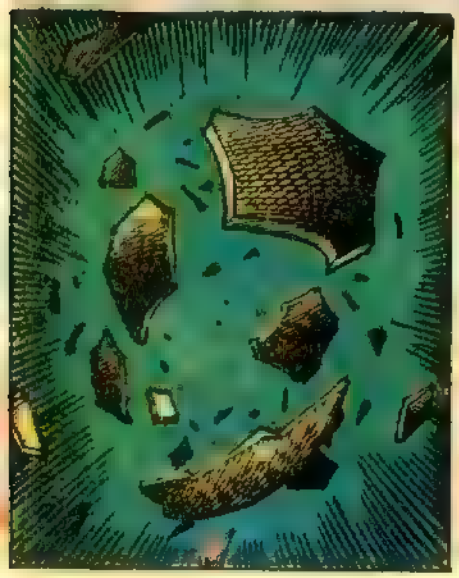
SO!. MY DAUGHTER IS A WARRIOR AFTER ALL!

COME! OUR TROOPS WAIT!

"THE PROUD EMPEROR STRIDES FROM HIS CHAMBERS, WHILE, IN A CHILL SUBTERRANEAN CORRIDOR ON *HALA*, HOMEWORLD OF THE KREE...

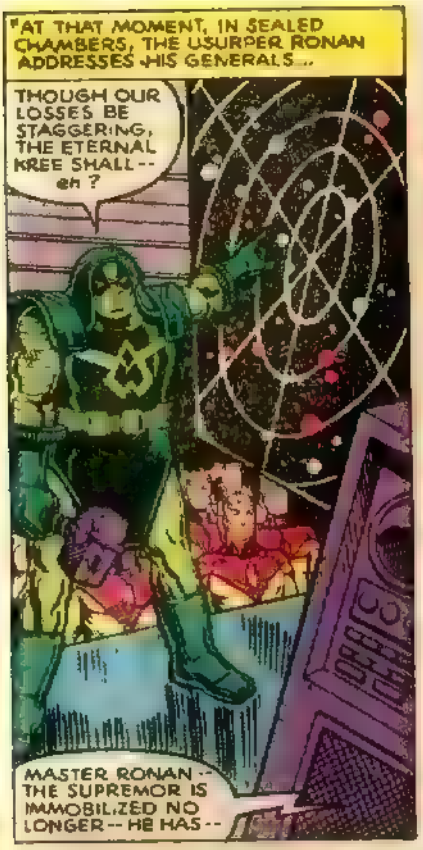
AN UNNATURAL ENERGY AURA SURROUNDS THE DUNGEON WHICH HOUSES THE INTELLIGENCE SUPREME!

BEWARE! THAT DOOR -- IT BULGES OUTWARD -- IT MAY--



GREAT *RAMA!* THAT THING IN THE DUNGEON! WHA-- WHAT???

NO! IT'S NOT POSSIBLE!

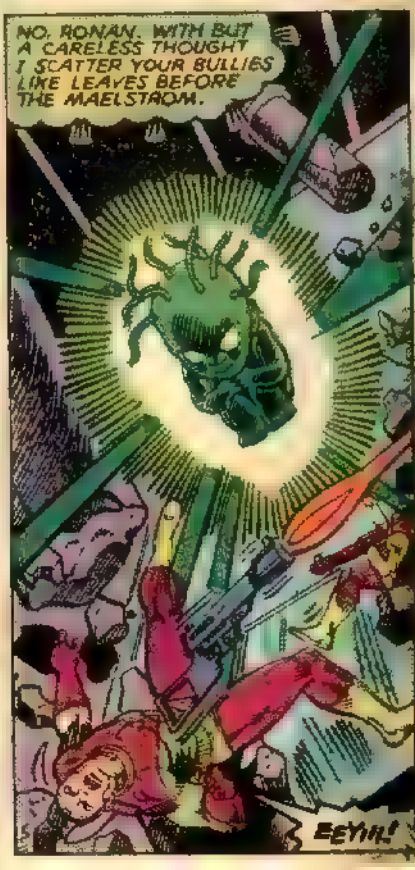

AT THAT MOMENT, IN SEALED CHAMBERS, THE USURPER RONAN ADDRESSES HIS GENERALS...
THOUGH OUR LOSSES BE STAGGERING, THE ETERNAL KREE SHALL -- eh ?
MASTER RONAN -- THE SUPREMOR IS IMMOBILIZED NO LONGER -- HE HAS --

ARRGH! I SHOULD HAVE PULVERIZED THAT MALIGNITY OF MATCHLESS INTELLECT WHEN I HAD THE CHANCE!
BLAM!

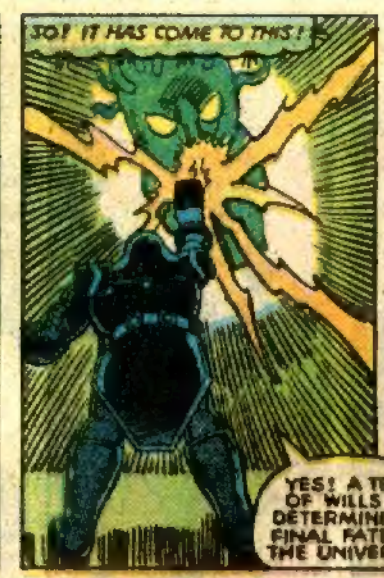
SUDDENLY, SOULS CONGEAL AS THE COMMAND CENTER'S WALLS TOPPLED INWARD TO REVEAL...
INDEED, RONAN. BUT YOU SOUGHT TO HARNESS MY GENIUS FOR YOUR OWN DARK DESIGNS
BY THE STARS! WHO--???

I AM THE UNHOLY MARRIAGE OF KREE AND MAN -- THE TRANSFORMED BODY OF RICK JONES FUSED WITH THE MENTAL ESSENCE OF THE INTELLIGENCE SUPREME.

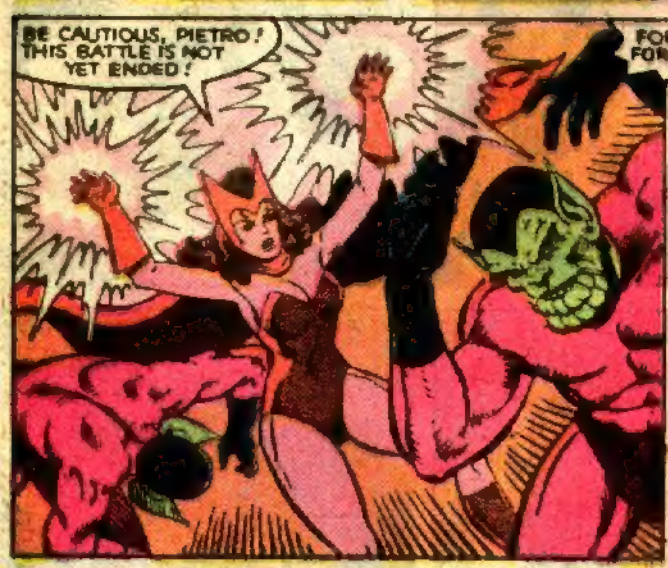
I AM OF TWO RACES, YET BELONG TO NEITHER.
YOU ARE GHASTLY!
ATTACK, LACKEYS! SMASH THIS GROTESQUE APPARITION!


NO, RONAN. WITH BUT A CARELESS THOUGHT I SCATTER YOUR BULLIES LIKE LEAVES BEFORE THE MAELSTROM.
EEYIII!

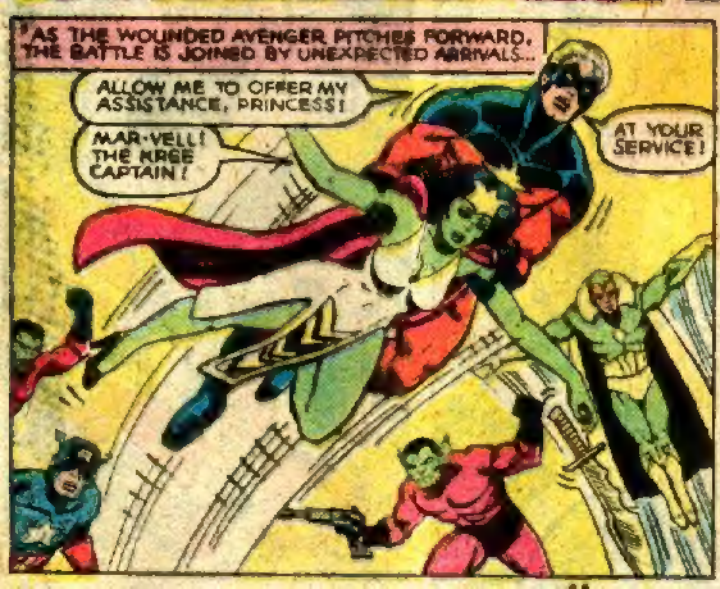
TRAITOR! YOU SACRIFICED YOUR OWN GALACTIC BIRTHRIGHT-- BUT WHY? WHY?
TO SPARE MY FORMER RACE FROM A MADMAN'S DREAMS.


SO! IT HAS COME TO THIS!
YES! A TEST OF WILLS TO DETERMINE THE FINAL FATE OF THE UNIVERSE!

"YET, EVEN AS THE COSMIC TITANS CLASHED, OTHER BATTLES RAGE JUST AS FIERCELY...
AT LAST! WE'VE BREACHED THE INNER DEFENSES! THE PALACE ROYAL IS OURS!

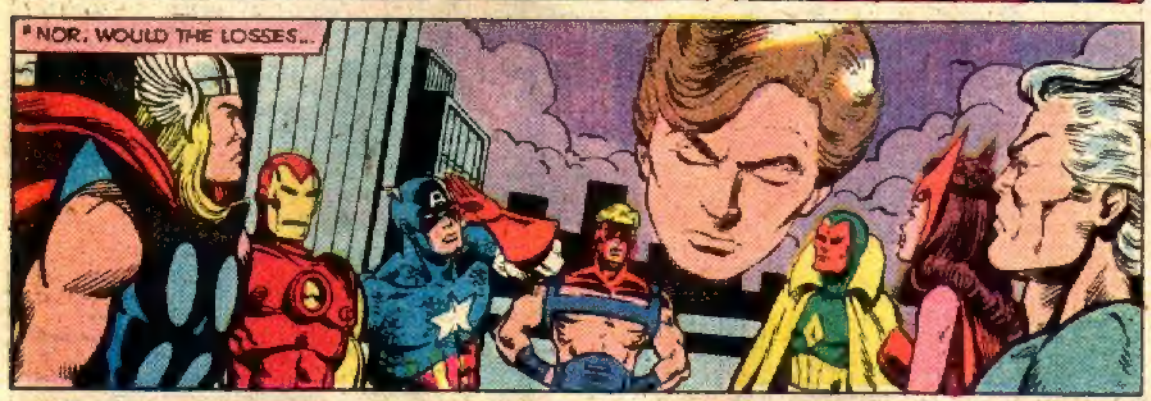

BE CAUTIOUS, PIETRO! THIS BATTLE IS NOT YET ENDED!

FOR ANELLE! FOR LIBERTY!
RAISE HIGH YOUR SONIC-SWORDS AND-- HUMAN!!! BEHIND YOU!
ZAP
ARRG! MY LEG!


"AS THE WOUNDED AVENGER PITCHES FORWARD, THE BATTLE IS JOINED BY UNEXPECTED ARRIVALS...
ALLOW ME TO OFFER MY ASSISTANCE, PRINCESS!
MAR-VELL! THE KREE CAPTAIN!
AT YOUR SERVICE!

"THE TIDE QUICKLY TURNED TOWARD THE REBELS' CAUSE, AND IN THE MIDST OF IT ALL--
WANDA!
VISION!
"--TWO WORDS MADE DO FOR THOUSANDS!

"BUT, AT THAT CRUCIAL MOMENT...
FOOLS! DID YOU THINK YOUR EMPEROR UNPREPARED? RETREAT BEFORE I TRANSFORM YOU ALL TO PROTOPLASM!
!!EEE!
THE CONVENTION OF FORNAX OUTLAWED SUCH WEAPONRY! WE ARE DEFENSELESS AGAINST IT!
NO! MY MUTANT HEX CAN DISRUPT THE MECHANISM IF I CAN JUST CONTROL IT...
"FOR AN INSTANT -- SILENCE, TOTAL AND CHILLING. THEN...
NO! I -- I NEVER MEANT TO...
"TENSE SECONDS PASSED, AND...
SKRULL, YOUR EMPEROR IS DEAD! YOU NOW POSSESS A WISER, GENTLER RULER!
"THE CHANT BEGAN SOFTLY, THEN ROSE TO ROARING INTENSITY: "ANELLE! ANELLE! ANELLE!"
"WHILE ON HALA, AWESOME FORCES RAN AMOK -- THUNDERING THEIR VEHEMENT PASSION --
!-- UNTIL...
RECALL THE FLEET. THIS CHARADE IS ENDED.
"IRONICALLY, AN OMNI-WAVE SIGNALED THE ARMISTICE. THEIR FLEETS PERMANENTLY CRIPPLED, NEITHER KREE NOR SKRULL WOULD EVER AGAIN STRIDE THE STARWAYS WITH PRIDE!



NEXT: AT LONG LAST! A SEQUEL TO

WHAT IF #1

WHY NOT?

c/o MARVEL COMICS GROUP
575 Madison Avenue
New York, New York 10022

DENNIS O'NEIL
EDITOR
MARK GRUENWALD
ASSISTANT EDITOR

Due to some extra-long stories squeezing out the letters page for an issue or two, we've got a bit of catching up to do. Here's a grab-bag of responses to WHAT IF #16 and 17...

Dear Roy and Doug,

How alternate are the alternate universes of WHAT IF?

For instance, SPECIAL MARVEL EDITION #15 had Fu Manchu working on animal brain developments (and subsequently the mimosa smuggling in MDKF #18) — *not* a serum of resurrection. I wish you would have made just the one change — Shang-Chi killing Petrie sans interruption — rather than altering *many* paths.

My one irk about the actual writing was that Fu Manchu's speech for killing wasn't any stronger here than in SME #15. Indeed, can a single conversation alter "every spiritual value" in one's life? WHAT IF #16 did not alter Shang-Chi's decision, it only delayed it.

Which brings me to the title(s). In WHAT IF #15: *"Next: What If Shang-Chi Still Served Fu Manchu?"* Great! Shang fighting Smith all these years, perhaps focusing on another turning point in his life. Then, the cover of WHAT IF #16: *"What If Shang-Chi Fought On The Side Of Fu Manchu?"* But he did by killing Petrie! Finally, #16's inside title: *"What If Shang-Chi Had Remained Loyal To Fu Manchu?"* But he didn't remain loyal. He turned away, negating the title. Perhaps a better title would have been, *"What If Shang-Chi Hadn't Realized The Full Evil of Fu Manchu?"*, or, *"What If Shang-Chi Hadn't Devoted His Life To Fighting Fu Manchu?"*

I'm glad Doug handled ther book. His characterizations are as finely honed as ever.

Kevin J. Dooley
756 S. Normandie, #300
Los Angeles, CA 90010

Dear Marvel,

WHAT IF #16 was a real bummer for me. I do not follow the MASTER OF KUNG FU book, and now I know why. Of course, Doug's script wasn't without merit, but he missed my idea of the mark. I had expected something like Shang-Chi becoming a complete believer in his father's empire, but all I got was a mild variation of the regular character. I enjoy WHAT IF issues where a character's situation or actions differ sharply from their Marvel-Earth counterpart. This one left me disappointed.

Roy Valdboom
RR #1
Cedar Grove, WI 53013

Dear Roy, Doug, and Rick,

WHAT IF #16 was one of the best issues in past months. Though I have never read an issue of MASTER OF KUNG FU, I could follow the story, relate to the characters, and enjoy the story. This doesn't happen much with WHAT IF when I am unfamiliar with the lead character. (By the way, when Tarr rips the headstone out of the ground, is the inscription "Sir Hugh Drummond" a joking reference to Bulldog Drummond?)

I hope new editor Mark Gruenwald is able to straighten WHAT IF out, since this issue and the Conan one were the only memorable ones in the last six. I wish you luck.

Michael Samerdyke
14010 Maple Ave.
Maple Heights, OH 44137

Dear Mark, Steven, and Carmine,

WHAT IF #17 was interesting, although the title — "What If _____ became Villains" — was misleading. Not that it was bad, just incorrect. It fit the first story, involving the Ghost Rider. As for Spider-Woman, she thought she was doing what was right. True, she killed Fury, but that was accidental and she only worked with Vermis to find out her origins. She ended up as a fugitive, but I don't think we can consider her to be villainous. As for Captain Marvel, he still proved to be a hero. He defeated the Sentry, correct? Then, after Yon-Rogg is beaten he is promoted to Colonel and only his final statement can be construed as the words of a villain. I feel that, just like on Marvel-Earth, Mar-Vell might well have turned out to be Earth's savior rather than her destroyer.

Just because I disliked the title, that doesn't mean I also disliked the story. Sometimes a blanket title cannot give a clear indication of the contents, and that was the case with WHAT IF #17. I thought the story was very well done, and I like the way you used one long story to tell three shorter tales. I'd like to see that continue.

Roger Schoolcraft
PO Box 281
Follansbee, WV 26037

Dear Speculators,

Having just read WHAT IF #17, I am appalled. Previous issues with more than one story centered on one Marvel character, the reactions of different people to having superpowers, and the conclusions of these people's adventures, and, often, lives.

In #17, you used three separate hero(in)es, leaving two stories unfinished. The artwork was only fair and the actions, if there were any, were uninspired. The entire issue was *dull*. If I wanted any entertainment, I should have bought MARVEL SPOTLIGHT #5 and #32 and MARVEL SUPERHEROES #12-13. It would have cost more, but it would have been infinitely more rewarding.

WHAT IF is not going well. The kind of story I'm looking for is one where something is slightly different from the Marvel Universe, and the results of this difference. Panels recreated from the original stories with slight changes are even better. Stories with totally new situations (#6 and #11) are shoddy and only mildly entertaining. The only time this formula worked was in #16, which was also left unfinished.

Get back to speculation and comparison between worlds, not just action! If you don't, you may as well change the title to *Three 20¢ Stories, Each Worth Every Quarter!*

John Bell
17 Morton St
Newton, MA 02159

Dear Steven and Carmine,

WHAT IF #17 was one wicked issue. I would place it second only to...uh, *none*. My one complaint is that you had the chance to really do things with Captain Marvel and you let it pass through your fingers. He never really posed a threat to mankind.

Louis Bank
1715 Howard St.
St. Charles, IL 60174

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1. Title of Publication: WHAT IF
2. Date of Filing: October 1, 1979
3. Frequency of Issue: BI-MONTHLY 12
3A. No. of Issues published annually
3B. Annual Subscription Price: $15.00
4. Location of Known Office of Publication: 575 Madison Ave., New York, N.Y. 10022
5. Location of the Headquarters or General Business Offices of the Publishers: 575 Madison Ave., New York, N.Y. 10022
6. Names and addresses of the publisher, editor, and managing editor: Publisher: Stan Lee, 575 Madison Ave., N.Y. N.Y. 10022. Managing Editor: Jim Shooter, 575 Madison Ave., N.Y. N.Y. 10022
7. Owner (If owned by a corporation, its name and address must be stated and also immediately thereunder the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given): Marvel Comics Group, 575 Madison Ave., New York, N.Y. 10022. Cadence Industries Corp., 21 Hamilton Drive, West Caldwell, N.J. 07006
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2) Mail Subscription	144,021	144,021
C. Total paid circulation (Sum of 10B1 and 10B2)	178,021	178,021
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E. Total distribution (Sum of C and D)	182,021	182,021
F. Copies not distributed 1) Office use, left over, unaccounted, spoiled after printing	24,095	24,095
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G. Total (Sum of E, F1 and 2 - should equal net press run shown in A)	207,816	207,816

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(signed) Ed Shukin — Business Manager

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(signed) Ed Shukin, Business Manager